



Egyptian Canadian Cultural Association of Ottawa

By-Law of Incorporation

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1. General

1.1. Definitions

In this by-law, unless the context otherwise requires:

- 1.1.1. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- 1.1.2. "Board" means the board of directors of the Corporation;
- 1.1.3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- 1.1.4. "Chair" means the chair of the Board;
- 1.1.5. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- 1.1.6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- 1.1.7. "Member" means a member of the Corporation;
- 1.1.8. "Members" means the collective membership of the Corporation; and
- 1.1.9. "Officer" means an officer of the Corporation.

1.2. Interpretation

- 1.2.1. Unless there be something in the subject or context inconsistent therewith, "Society" and "Corporation" mean Egyptian Canadian Cultural Association of Ottawa;
- 1.2.2. Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders;
- 1.2.3. This 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 in good standing duly called for that purpose;

1.3. Severability and Precedence

- 1.3.1.1. The invalidity or un-enforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4. Seal

- 1.4.1.1. The seal of the Corporation, if any, shall be in the form determined by the Board. 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.

1.5. Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2. Directors

2.1. General

- 2.1.1. The affairs of the Corporation shall be managed by a Board of Directors of whom majority shall constitute a quorum. In addition to the powers and authorities by this by-law or otherwise expressly conferred upon them, they may exercise all such powers of the Corporation as by The Corporations Act or by this by-law required to be exercised by the members at a general meeting;
- 2.1.2. The Board of Directors shall consist of a President and a minimum of three (3) and maximum of six (6) Directors, all of whom must be Regular Members in good standing;
- 2.1.3. The number of Directors may only be increased by a special resolution.

2.2. Election and Term

- 2.2.1. The Directors shall be elected by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed;
- 2.2.2. A call for nominations must be issued at least two months before the date of the Annual General meeting.;
- 2.2.3. Nominations may be submitted for the position of Director by Regular Members in good standing to the Election Committee at least thirty (30) days before the Annual General Meeting, provided they are duly proposed and seconded and accepted by the nominee and dated. Such nominations shall be forwarded to the Board of Directors at least twenty (20) days before the Annual General Meeting;
- 2.2.4. The President and Directors shall be elected by the Regular Members in good standing at each Annual General Meeting of the Corporation.
- 2.2.5. Only Regular Members in good standing shall have the right to hold any office;
- 2.2.6. Only Regular Members in good standing shall have the right to vote at any meeting of the Corporation;
- 2.2.7. Only Regular Members in good standing for a minimum of Three (3) - not necessarily consecutive- years are eligible to be nominated for the position of the President;
- 2.2.8. Voting for the members of the Board of Directors and the President shall be by a secret ballot;
- 2.2.9. Every Regular Member in good standing shall have one vote and no more;
- 2.2.10. 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;
- 2.2.11. 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 Corporation. All nominations shall be seconded and accepted;
- 2.2.12. The President of the Corporation 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;
- 2.2.13. At the first annual general meeting of the Corporation 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.
- 2.2.14. The President and all the Directors may be re-elected any number of times but may not serve for more than three years consecutively.
- 2.2.15. If no directors are elected at a meeting of the members, the incumbent directors continue in office until their successors are elected
- 2.2.16.

2.3. Vacancies

The office of a Director shall be vacated immediately:

- 2.3.1.If the Director resigns office by written notice to the secretary or the President, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- 2.3.2.If the Director dies or becomes bankrupt;
- 2.3.3.If the Director is found to be incapable of managing property by a court or under Ontario law; or
- 2.3.4.If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
- 2.3.5.Ceases to be a Regular Member in good standing;
- 2.3.6.Fails to attend three (3) successive Board of Directors meetings without acceptable justification.

2.4. Filling Vacancies

A vacancy on the Board shall be filled as follows:

- 2.4.1.A quorum of Directors may fill a vacancy among the Directors. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
- 2.4.2.If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in this by-law, the incumbent Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any The Advisory Committee;
- 2.4.3.If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and

2.5. Remuneration of Directors

- 2.5.1.The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director;:
- 2.5.2.Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- 2.5.3.Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - 2.5.3.1.Considered reasonable by the Board;
 - 2.5.3.2.Approved by the Board for payment by resolution passed before such payment is made; and
 - 2.5.3.3.In compliance with the conflict of interest provisions of the Act; and
- 2.5.4.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. Board Meetings

3.1. Calling of Meetings

- 3.1.1. Meetings of the Directors may be called by the President or any three Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an Incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting;
- 3.1.2. 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 Corporation.

3.2. Regular Meetings

- 3.2.1. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings;
- 3.2.2. A meeting of the Directors may be held at the close of every annual or general meeting of the Corporation without notice. Notice of all other meetings is specified in 3.3. Non-receipt of any notice by any Director shall not invalidate the proceedings at any meeting of the Directors;
- 3.2.3. 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.

3.3. Notice

Notice of the time and place for holding a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4. Chair

The President, or in his/her absence, the Vice-President, or, in the absence of both of them, any Director appointed from among those Directors present, shall preside as Chair at a meeting of the Board.

3.5. Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.6. Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4. Committees

4.1. General

Committees may be established by the Board as follows:

- 4.1.1. The Directors may 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 excepting those powers set out in the *Act* that are not permitted to be delegated and subject to the restrictions, if any, contained in this by-law or imposed from time to time by the Directors;
- 4.1.2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time;
- 4.1.3. The governance of the Corporation shall be conducted through the following bodies:
 - 4.1.3.1. A Board of Directors
 - 4.1.3.2. An Advisory Committee
 - 4.1.3.3. An Election Committee
- 4.1.4. 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;
- 4.1.5. 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.

4.2. The Advisory Committee

- 4.2.1. An Advisory Committee of no more than five (5) members shall be established from among Founding Members of the Corporation and/or past Directors, including past Presidents, who continue to be members in good standing;
- 4.2.2. New or replacement members of the Advisory Committee shall be nominated by the Board of Directors and ratified at an Annual General Meeting;
- 4.2.3. Each Advisory Committee candidate must obtain a simple majority of eligible votes at the Annual General Meeting. Members shall appoint a Chair among them;
- 4.2.4. 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;
- 4.2.5. The function of the Advisory Committee is to advise the Board of Directors on matters important to the Corporation, 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 Corporation;
- 4.2.6. The Advisory Committee shall meet with the Board of Directors at least twice a year to receive a progress report on the Corporation's activities and financial matters;
The Chair of the Advisory Committee shall be given access to the electronic mailing list of the Corporation members;
- 4.2.7. The Board of Directors shall consult with the Advisory Committee on matters important to the Corporation, such as constitutional issues, relationship with other entities, etc.;
- 4.2.8. The Board of Directors shall consult the Advisory Committee before engaging in any activities that may be perceived to be controversial.

4.3. Election Committee

- 4.3.1. An Election Committee of three members shall be established every year at the Annual General Meeting;
- 4.3.2. 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;
- 4.3.3. The selection of the Chair of the Election Committee shall be ratified at the Annual General meeting for the next election;
- 4.3.4. The Chair of the Election Committee shall appoint to his/her committee two Regular Members by the date stated in this by-law;
- 4.3.5. 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.

5. Financial

5.1. Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.2. Financial Year

The financial year of the Corporation shall be the period from January 1 of any year to December 31 of the same year or other dates as the Board may from time to time determine by resolution.

6. Officers

6.1. Officers

6.1.1. The Board shall appoint from among the Directors a Chair, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time;

6.1.2. The officers of the Corporation, 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.

6.2. Office Held at Board's Discretion

6.2.1.1. Any Officer shall cease to hold office upon resolution of the Board.

6.3. Duties

6.3.1.1. Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties..

6.4. Duties of the President

6.4.1.1. The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

6.5. Duties of the Treasurer

6.5.1. The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time;

6.5.2. Day to day running expenses may be executed on behalf of the Corporation by the President or the Vice-President and the Treasurer or otherwise as prescribed by resolution of the Board of Directors.

6.6. Duties of the Secretary

6.6.1. The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time;

6.6.2. Preparation of the minutes, custody of the books and records, and custody of the minutes of all the meetings of the Corporation and of the Board of Directors shall be the responsibility of the Secretary.

7. Protection of Directors and Others

7.1. Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her or their respective office or trust provided that they have:

7.1.1. Complied with the Act and the Corporation's articles and By-laws; and

7.1.2. Exercised their powers and discharged their duties in accordance with the Act.

8. Conflict of Interest

8.1. Conflict of Interest

A Director who is, in any way directly or indirectly, interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

8.2. Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

9. Members

9.1. Members

9.1.1. Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board;

9.1.2. All applicants for membership to the Corporation shall be admitted as members of the Corporation in accordance with the Corporation Articles and the rules of this by-law; and all applicants who have been admitted as members shall have their names entered in the Register of members.

9.2. Membership

9.2.1. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with this By-law

9.2.2. Membership shall be granted by the filing of a written application form provided by the Corporation, subject to the approval of the Board of Directors, and by payment of dues as stated in this by-law;

9.2.3. Membership in the Corporation shall cease upon the death of a member or if, by notice in writing to the Corporation, a member resigns his/her membership, or if he or she ceases to qualify for membership in accordance with these special provisions;

9.2.4. A member or a new applicant who pays his/her current fiscal year dues is a member "in good standing";

- 9.2.5. Failure to pay dues for the current fiscal year will subject the member to the loss of his/her good standing status. Payment of dues will automatically reinstate the member in his/her respective class without penalty;
- 9.2.6. Waiver of any regulations governing membership in the Corporation shall be by petition to the Board of Directors;
- 9.2.7. Children of members are credited for their parents' time as Regular Members in good standing;
- 9.2.8. New members joining the Corporation after the first of July will be required to pay one-half (1/2) of the specified dues for that year;
- 9.2.9. Membership dues
 - 9.2.9.1. Regular Membership
 - 9.2.9.1.1. Individual \$25
 - 9.2.9.1.2. Family \$50
 - 9.2.9.2. Student membership \$10
 - 9.2.9.3. Associate Membership \$25
 - 9.2.9.4. Honorary Membership No fees

9.3. Disciplinary Act or Termination of Membership for Cause

- 9.3.1. 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 Corporation. Such decisions must be approved by two-thirds (2/3) of the members of the Board of Directors;
- 9.3.2. 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;
 - 9.3.2.1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws;
 - 9.3.2.2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Advisory Committee a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider Advice of the Committee and the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

10. Members' Meetings

10.1. Annual Meeting

- 10.1.1. The annual meeting shall be held on a day and at a place within the National Capital Region as fixed by the Board. Every member of the Corporation shall be entitled to attend any meeting of the Corporation. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, financial reviewer's report or review engagement report and other financial information required by the By-laws or articles.
- 10.1.2. The business transacted at the annual meeting shall include:
 - 10.1.2.1. Receipt of the agenda;
 - 10.1.2.2. Receipt of the minutes of the previous annual and subsequent special meetings;
 - 10.1.2.3. Reports of the President and the Directors;
 - 10.1.2.4. Consideration of the financial statements;
 - 10.1.2.5. Report of the financial reviewer or person who has been appointed to conduct a review engagement;
 - 10.1.2.6. Consideration and adoption of documents tabled, viz., budget, financial statement, and financial reviewer's report;

- 10.1.2.7.Reappointment or new appointment of the financial reviewer or a person to conduct a review engagement for the coming year;
- 10.1.2.8.Report of the Election Committee;
- 10.1.2.9.The selection of the Chair of the Election Committee and the financial reviewer for the following year;
- 10.1.2.10.Election of Directors and President;
- 10.1.2.11.Other or special business as may be set out in the notice of meeting.
- 10.1.3.No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting;
- 10.1.4.The annual general meeting of the Corporation shall be held in February of each fiscal year of the Corporation within the National Capital Region. If for any reason this is not possible, the Corporation should hold its annual general meeting not more than fifteen (15) months after the holding of the last preceding annual general meeting.

10.2.Special Meetings

- 10.2.1.The Directors may call a special meeting of the Members.
- 10.2.2.The Board shall convene a special meeting on written requisition of not less than one quarter (25%) of the Regular Members in good standing for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.
- 10.2.3.The Advisory Committee shall have the authority to call a Special General Meeting.

10.3.Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the financial reviewer or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

10.4.Quorum

- 10.4.1.A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting;
- 10.4.2.No business shall be transacted at any meeting of the Corporation 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;
- 10.4.3.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 Articles or by-law changes where a quorum of twenty per centum (20%) of Regular Members in good standing is required.

10.5.Chair of the Meeting

- 10.5.1.The President of the Corporation shall be the Chair at every general meeting of the Corporation;
- 10.5.1.1.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 Chair;

- 10.5.1.2.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 Chair
- 10.5.1.3.If neither the President nor any of the Board members are present or decline to chair, the members present shall choose someone of their number to be Chair;
- 10.5.1.4.The election segment of the Annual General Meeting shall be chaired by the Chair of the Election Committee.

10.6.Voting of Members

- 10.6.1.Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law
- 10.6.2.Each Regular Member shall be entitled to one vote at any meeting;
- 10.6.3.Votes shall be taken by a show of hands among all Regular Members present and the chair of the meeting;
- 10.6.4.An abstention shall not be considered a vote cast;
- 10.6.5.Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- 10.6.6.If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- 10.6.7.Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion;
- 10.6.8.If a poll is demanded in manner aforesaid, the same shall be taken, in such manner as the Chair may prescribe. The result of such poll shall be deemed to be the resolution of the Corporation in general meeting.

10.7.Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and from place to place, and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.8.Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the financial reviewers of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

10.9.Financial reviewer Appointment (Change to Financial Review Arrangement)

- 10.9.1.The members shall at each annual general meeting, appoint one or more financial reviewers to hold office until the next annual general meeting. If such an appointment is not so made, the financial reviewer in office shall continue until a successor is appointed by the Board of Directors;
- 10.9.2.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 financial reviewer before the expiration of his/her term of office, and shall by a majority

of the votes cast at that meeting, appoint another financial reviewer in his/her stead for the remainder of his/her term;

10.9.3. The remuneration of a financial reviewer 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 a financial reviewer appointed by the directors shall be fixed by the directors;

10.9.4. No person shall be appointed as financial reviewer of the Corporation who is a Director, officer or employee of the Corporation or who is a partner, employer or employee of any such Director, officer or employee.

10.10. Financial Statement

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

10.10.1. A financial statement for the preceding financial year or for the period that commenced immediately after the end of the last completed financial year and ended not more than two months before such annual meeting, made up of:

10.10.2. A statement of profit and loss for such period;

10.10.3. A statement of surplus for such period; and

10.10.4. A balance sheet as at the end of such period.

10.10.5. The report of the financial reviewer to the members, which shall be read at the annual general meeting and shall be open to inspection by any member;

10.10.6. Such further information respecting the financial position of the Corporation as the letters patent, supplementary letters patent or by-laws of the Corporation require.

10.11. Miscellaneous

10.11.1. The books and records of the Corporation shall be open to inspection by the members and creditors of the Corporation or their agents or legal representatives during normal business hours of the Corporation. A regular member in good standing may obtain copies of any document provided that he pays for any expenses incurred;

10.11.2. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Corporation by the President or the Vice-President, and the Secretary, or otherwise as prescribed by resolution of the Boards of Directors;

10.11.3. The borrowing powers, real estate deeds and any other major financial undertakings of the Corporation shall only be exercised by special resolution of the members;

10.11.4. 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 objectives;

10.11.5. Any activities within the Corporation's centre, which might create a threat to law and order, such as gambling, alcohol, etc., are prohibited;

10.11.6. The Corporation will refrain from getting involved in any political and/or religious matters;

10.11.7. 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.

11. Notices

11.1. Service

Any notice required to be sent to any Member or Director or to the financial reviewer or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the financial reviewer or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be

waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

11.2.Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

11.3.Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

12.Adoption and Amendment of By-laws

12.1.Amendments to By-laws

12.1.1.The Members may from time to time amend this by-law by a majority of the votes cast.

12.1.2.Repeal of, and amendment to this by-law shall require an affirmative vote of no less than two-thirds (2/3) of all Regular Members in good standing attending the annual general meeting or a special general meeting,

Enacted [insert date, except where Corporation is deemed to have passed this by-law under Section 18(1) of the *Act*.];

13.Schedule A - Position Description of the President

13.1.Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

13.2.Responsibilities

13.2.1.Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

13.2.2.Work Plan

13.2.2.1.Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

13.2.3.Representation

13.2.3.1.Serve as the Board's primary contact with the public.

13.2.4.Board Conduct

13.2.4.1.Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

13.2.5.Mentorship

13.2.5.1.Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

13.2.6.Committee Membership

13.2.6.1.May serve as member on all Board committees.

14.Schedule B - Position Description of the Treasurer

14.1.Role Statement

The treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

14.2.Responsibilities

14.2.1.As Custody of Funds, the treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

14.2.2.The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

14.2.3.The treasurer shall also perform such other duties as may from time to time be directed by the Board.

14.3.Board Conduct

14.3.1.1.Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

14.4.Mentorship

14.4.1.1.Serve as a mentor to other Directors.

14.5.Financial Statement

14.5.1.1.Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the financial reviewer or of the person who has conducted the review engagement, as the case may be.

15.Schedule C - Position Description of the Secretary

15.1.Role Statement

15.1.1.1.The secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

15.2.Responsibilities

15.2.1.Board Conduct

15.2.1.1.Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

15.2.2.Document Management

15.2.2.1.Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

15.2.3.Meetings

15.2.3.1.Give such notice as required by the by-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

17. Document History

Date	Version No	Authors	Revisions
Nov 17, 2017	First Draft	Sherif Barakat Ziad Aly Khaled Badawi	Ported and organized the ECCAO Constitution data in compliance with Ontario's Corporations Act (CA) according to the new by-law requirements under Ontario's Not-for-Profit Corporations Act, 2010 (ONCA).

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