

## CONSTITUTION OF

### **OSEREDOK UKRAINIAN CULTURAL AND EDUCATIONAL CENTRE, Inc.**

#### **Proposed amendment on January 12, 2022**

#### **1.0 NAME**

##### **1.1 Name**

The name of the association shall be – ‘Oseredok Ukrainian Cultural and Educational Centre, Inc’ (hereafter referred to as "Oseredok").

#### **2.0 AIMS AND OBJECTIVES**

##### **2.1 To preserve Ukrainian cultural heritage:**

- a) To act as a central repository for documents and materials with particular reference to Ukrainian cultural heritage **in Canada**
- b) To maintain and develop a **publicly accessible** museum, archive, library and gallery of fine art;
- c) To preserve deposited collections and materials of historical and cultural significance.

##### **2.2**

- a) To become a major centre for the development of Ukrainian culture in Canada:
- b) To develop a research centre for Ukrainian and Ukrainian Canadian Studies;
- c) To develop informational programming through local and traveling museum exhibits and exhibits of works of fine art, as well as a publications program;
- d) To initiate and organize various cultural activities;
- e) To maintain contacts with organizations and individuals, in Canada and in other countries, who support and share the aims and objectives of Oseredok;
- f) To develop and distribute educational materials with specific reference to Ukrainian culture;
- g) To assist Ukrainian organizations with their cultural activities.
- h) To utilize all forms of modern and traditional methods of communication in the association's ongoing work and programs**

##### **2.3 To enrich Canada's cultural life:**

- a) To actively cooperate in community-wide educational programs; assist in the educational programming activities of public and private schools; produce and assist in producing radio and

television programs;

- b) To initiate exchanges with other cultural communities in Canada.

### **3.0 MEMBERSHIP**

#### **3.1 Eligibility**

- a) Any individual who is 18 years of age or older, or
- b) Any organization or corporation which supports Oseredok's aims and objectives is eligible to apply for membership.

#### **3.2 Application**

Eligible persons shall become members upon acceptance of the membership fee and the completed application form. **Address of Record – for the purposes of this constitution and by-laws and any organization communications, the address of record of any member shall be the member’s address, both physical and electronic, as last notified, by the member, in writing to the organization. It shall be the responsibility of the member to notify the organization of any change of address or other related information on a timely basis. Any notice mailed/emailed to the member at the address of record will be deemed received by the member at the date and time it was posted.**

#### **3.3 Membership Categories**

There shall be the following categories of membership:

- a) Individual / **senior / student** - one person
  - i. Annual membership
  - ii. **Lifetime Membership - payment of a one-time lifetime membership fee as determined by the board (hereafter referred to as the Board).**
- b) Family - related individuals living at the same address;
- c) Organizations - non-profit associations;
- d) Corporations - legal and active corporations in good standing;
- e) Honourary members - non-voting members, named by resolution of the Board.

### **3.4 Membership Term**

A membership is valid for twelve (12) months from date of acceptance of the application.

### **3.5 Membership Transferability**

Membership is not transferable.

### **3.6 Yearly Membership Fees**

Membership fees are calculated annually from date of acceptance of the application. **Membership fees are non-refundable. The Board shall be responsible for determining the amount of any dues, fees, or charges required to be paid by the members and for setting the timing, period and duration for which they apply.**

### **3.7 Ending Membership**

A membership ends when a member:

- a) Dies;
- b) Fails to pay fees;
- c) Serves written notice of intention to end his/her membership; or
- d) **Has membership cancelled by the Board.**

### **3.8 Cancellation of Membership**

- a) The Board, by resolution, can cancel a membership, for just cause.
- b) **In the event of a cancellation of membership for just cause, the former member has the right to appeal the cancellation by filing written notice to appeal to the Annual General Meeting (AGM). The former member must deliver their notice of appeal to the Board at least twenty-one (21) days prior to the AGM, for it to be considered at the AGM.**

### **3.9 Voting Privileges**

Members have the following voting privileges at the AGM:

**No individual may carry more than two votes at AGM and/or SGM. A voting member may appoint another such member to act and vote as the member's proxy at AGM and/or SGM. The method of appointing a proxy is specified in the by-laws of Oseredok.**

- a) Individual – one person
  - i. Annual membership – one vote
  - ii. Lifetime membership – one vote
- b) Family – up to two votes per family present 18 years and over;
- c) Organization – one vote
- d) Honorary Member – no voting privilege.

#### **4.0 ANNUAL GENERAL MEETING (AGM)**

##### **4.1.1 Place and Time of Annual General Meeting**

- a) The AGM shall be held once a year, no more than ninety (90) days after the fiscal year end (currently the 31st of March) at a place and time determined by the Board of Directors
- b) In the event of extraordinary and unavoidable circumstances, the Board of Directors may, by resolution, delay the AGM by up to a further ninety (90) days.

##### **4.2 Notice to Membership**

The Board will give no less than twenty-one (21) days written notice of the time and place of the AGM. Members shall be notified of the place and time of the AGM through whichever modern and traditional means of communication chosen by the Board.

##### **4.3 Virtual Meetings**

Where circumstances dictate, the Board may direct and authorize by resolution the holding of meetings and the attendance at such meetings by telephone or other modern 'virtual' means of communication. Members will be provided with instructions on how to access and attend all non-traditional meetings.

##### **4.4 Quorum at AGM**

Quorum will consist of eighteen (18) members, which shall include those members attending in person and by modern and traditional means of communication.

##### **4.5 Chair of AGM**

The members present at the AGM will elect the Chair of the AGM.

##### **4.6 Secretary of AGM**

The members present at the AGM will elect the Secretary of the AGM.

#### 4.7 Motions at AGM

A motion presented and put to a vote, shall be decided by a majority of those present. Voting at the meeting shall be via show of hands by those physically present and by those joining the meeting 'virtually' (ie through modern means of communication). The count shall be determined by the chair of the meeting. In the case where a meeting involves teleconferencing, electronic votes will be acceptable.

#### 4.8 AGM Activities

The following will take place at the AGM

- a) Election of Chair;
- b) Election of Secretary;
- c) Acceptance of agenda;
- d) Review of previous year's AGM minutes, and those of any Special General Meeting that may have occurred since the last AGM;
- e) Reports from the President, Treasurer, Executive Director, Chair of Audit Committee and Chair of Nominating Committee;
- f) Election of Board of Directors;
- g) Election of Audit Committee;
- h) Approval of any constitution and by-law amendments passed by the Board during the year;
- i) Consideration of any appeals made under 3.8 or 5.5; and
- j) Other matters presented by the Board or members.

#### 5.0 BOARD OF DIRECTORS

##### 5.1 Role of the Board of Directors

- a) Provide oversight of the strategic direction of Oseredok;
- b) Strike any committee;
- c) May appoint delegates to conventions and events;
- d) May appoint agents to act on behalf of the Board where required;
- e) Individual Board members may act on behalf of the Board only with permission of the Board;
- f) Oversee the process for recruitment and selection of the Executive Director; and
- g) Receive reimbursement for reasonable expenses, providing the expenses are approved by a

resolution of the Board, or pursuant to any policy adopted by the Board;

h) The Board has a fiduciary responsibility to the membership of Oseredok.

## 5.2 Number of Directors

There will be no more than twelve (12) directors, elected by members.

## 5.3 Term of Directors

A director:

- a) Will serve a three (3) year term;
- b) Can serve three (3) consecutive terms;
- c) After serving three (3) consecutive terms, is not eligible for election for a period of one (1) year.
- d) Will attend AGM and SGM as required.

## 5.4 End of Directorship

A directorship ends when a director:

- a) Dies;
- b) Serves written notice of resignation to the Board;
- c) Is incarcerated; or
- d) Without justification acceptable to the Board, fails to pay membership fees, fails to attend three consecutive Board meetings, or misses 50% of the year's Board meetings.

## 5.5 Appeal

In the event of a cancellation of directorship under 5.4 (d), the former director has the right to appeal the cancellation, by filing written notice of appeal to the AGM. The former director must deliver their notice of appeal to the Board at least twenty-one (21) days prior to the AGM, for it to be considered at the AGM.

## 5.6 Appointment of New Director

In the event of a vacancy among the directors, the Board may appoint a new director to serve the balance of the said term, by nomination and majority approval of the Board. The newly appointed

director may stand for election for this vacated term position by applying prior to the earliest AGM following their appointment by the board.

## **6.0 COMMITTEES**

**6.1** The Board will provide for the creation or continuation of committees, whether elected at the AGM or appointed by the Board immediately following the AGM or at the first board meeting thereafter.

### **6.2 Executive Committee**

The Executive Committee will consist of:

- a) President, elected by the Board;
- b) Vice President, elected by the Board;
- c) Secretary, elected by the Board;
- d) Treasurer, elected by the Board;
- e) Executive Director, ex-officio, without voting privileges.

### **6.3 Chairs and Members of Standing Committees**

The Board will also elect Chairs and members of:

- a) Fundraising Committee;
- b) Finance Committee;
- c) Nominating Committee.

### **6.4 Role of the President**

The President will:

- a) Have legal signing authority;
- b) Chair all Board meetings;
- c) Sit as member ex-officio of all committees;
- d) Cannot stand as a Chair of any committee, except Executive Committee;
- e) The Chair of the Board does not carry a vote during Board meetings unless in the event of a tie vote.
- f) Any such other duties as may be specified in the by-laws of Oseredok.

## **6.5 Role of the Vice President**

The Vice President will:

- a) Perform all duties of the President, when the President is unavailable;
- b) And such and other duties as may be specified in the by-laws of Oseredok.

## **6.6 Role of the Secretary**

The Secretary will ensure that:

- a) Written records of all Board meetings and Annual and Special General Meetings are kept;
- b) Minutes are distributed to all Directors; and
- c) The corporate seal of Oseredok is kept safe;
- d) Takes minutes at the Board and Executive Committee meetings;
- e) And such and other duties as may be specified in the by-laws of Oseredok.

## **6.7 Role of the Treasurer**

The Treasurer will:

- a) Chair the Finance Committee;
- b) Present a report to every Board meeting; and
- c) Shall have uninhibited access to all financial information of the organization;
- d) And such and other duties as may be specified in the by-laws of Oseredok.

## **6.8 Role of the Executive Director**

An Executive Director shall be appointed by the Board and shall hold office for such term and upon such conditions contracted in the Agreement with the Executive Director and as shall be approved by the Board. The Executive Director shall be the Chief Executive Officer of Oseredok and shall be responsible to the Board. It shall be the responsibility of the Executive Director to propose to the Executive Committee and to the Board such measures and such developments of Oseredok's activities as the Executive Director may consider will best serve the aims and objectives of Oseredok. The Executive Director shall be ex-officio, non-voting member of any standing committees, a non-voting member of the Executive Committee and may attend meetings of the Board, unless otherwise decided by the Chairperson of the Board or the relevant



committee. Executive Director will make all books and records available to the Auditor and the Audit Committee, when necessary.

## **7.0 BOARD MEETINGS**

### **7.1 Frequency of Board Meetings**

Directors will meet:

- a) At least eight (8) times a year;
- b) In person or by any means of modern communication (as previously specified);
- c) Scheduled meetings shall be called by the President of the Board;
- d) Unscheduled meetings may be called by the President of the Board or by/at the request of any other Board member as required.

### **7.2 Quorum at Board Meetings**

Quorum will consist of 50% of the total number of Directors.

### **7.3 Motions at Board Meetings**

A motion put to a vote will be decided by a majority of those present at the meeting. Voting at the meeting shall be via show of hands by those physically present and by those joining the meeting by modern means of communication). The count shall be determined by the chair of the meeting. In the case where a meeting involves teleconferencing, electronic votes will be acceptable.

### **7.4 Indemnification**

Oseredok will indemnify directors, officers and staff, or former directors, officers and staff, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonable incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director, officer or staff of Oseredok, if, they acted honestly and in good faith with a view to the best interests of Oseredok, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

## **8.0 NOMINATING COMMITTEE**

### **8.1 Election of Nominating Committee Chair and Members**

The Board will elect the Chair and members of the Nominating Committee at the first Board meeting after the AGM.

### **8.2 Role of the Nominating Committee**

- a) Will prepare and present a slate of nominees to the Board four (4) weeks before the AGM.
- b) And such and other duties as may be specified in the Terms of Reference and by-laws of Oseredok.

## **9.0 AUDIT COMMITTEE**

### **9.1 Election and Appointment of Audit Committee Chair and Members**

- a) The members present at the AGM shall elect a Chair and two additional members for the Audit Committee.
- b) The Board of Directors shall appoint two directors to the Audit Committee, neither of whom then holds the office of Treasurer, as soon as practicable after the AGM. Directors who are members of the Audit Committee hold office until the following AGM, unless they resign, attain the office of Treasurer, or are replaced by the Board.

### **9.2 Role of the Audit Committee**

- a) Review the findings of the External Auditor and present the report of the findings to the members at the AGM.
- b) Follow the terms of reference approved by the membership at the AGM; and
- c) And such and other duties as may be specified in the Terms of Reference and by-laws of Oseredok.

## **10.0 SPECIAL GENERAL MEETING (SGM)**

### **10.1 Call for Special General Meeting (SGM)**

A SGM may be called:

- a) By the Board of Directors; or
- b) By the written requisition of 33% of the membership.

## **10.2 Notice to Membership**

The Board of Directors will give no less than twenty-one (21) days written notice of the place and time of the Special General Meeting. **Members shall be notified of the place and time of the AGM through whichever modern and traditional means of communication chosen by the Board.**

## **10.3 Quorum at SGM**

Quorum will consist of **eighteen (18)** members.

## **11.0 Foundation**

**Oseredok recognizes that a stand-alone foundation bearing the name 'Ukrainian Cultural and Educational Foundation Inc.' was created to financially support Oseredok Ukrainian Cultural and Educational Centre. Oseredok shall participate in the affairs of the Ukrainian Cultural and Educational Foundation Inc. according to Oseredok's entitlement and in a manner determined by Oseredok's Board.**

## **12.0 REAL PROPERTY**

### **12.1 Real Property Rights**

Oseredok shall prudently lease, develop, purchase, own and manage real property to fulfill its aims.

### **12.2 Approval of Board**

The Board shall approve all sales, leases, developments and purchases of real property.

### **12.3 Report to AGM**

Any sales, leases, developments and purchases of real property shall be reported on at the next AGM.

## **13.0 CHANGES TO THE CONSTITUTION**

### **13.1 Approval of Changes**

The Board of Directors may change the Constitution and By-laws, with subsequent approval of two thirds (2/3) majority of the members present at the AGM **and/or SGM.**

### **13.2 Notice to Membership**

The Board of Directors will give no less than twenty-one (21) days written notice of the proposed Amendments. **Members shall be notified of the place and time of the AGM through whichever modern and traditional means of communication chosen by the Board.**

## **14.0 DISSOLUTION OF OSEREDOK**

### **14.1 Motion to Dissolve**

The motion for dissolution:

- a) Will be presented by the Board of Directors, and
- b) Must be passed by a two thirds (2/3) majority of the membership at the AGM, or SGM called for that purpose.

### **14.2 Distribution of Assets**

Upon dissolution of Oseredok, all of its remaining assets (including artifacts or documents), after repayment of its liabilities, shall be distributed to one or more registered charities in Canada, or other "qualified donees" as defined under paragraph 149.1(1) of the Income Tax Act (Canada) (or successor provision) which are:

- a) Of a Ukrainian Canadian character and have aims comparable to those of Oseredok; or
- b) Not of a Ukrainian Canadian character, but maintain Ukrainian Canadian Collections, if an institution as identified in clause 14.1(a) does not exist or the Board is not satisfied that such a then existing institution would be an appropriate recipient; or
- c) Such other institution as the Board may consider to be appropriate, if the institutions as identified in clauses 14.2(a) or 14.2(b) do not exist or the Board is not satisfied that such then existing institutions would be appropriate recipients.