

CONSTITUTION OF
OSEREDOK UKRAINIAN CULTURAL AND EDUCATIONAL CENTRE, Inc.
Proposed amendments on December, 2022

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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;
- b) To maintain and develop a museum, archive, library and gallery of fine art;
- c) To preserve deposited collections and materials of historical and cultural significance.

2.2 To become a major centre for the development of Ukrainian culture in Canada:

- a) To develop a research centre for Ukrainian and Ukrainian Canadian Studies;

- b) To develop informational programming through local and traveling museum exhibits and exhibits of works of fine art, as well as a publications program;
- c) To initiate and organize various cultural activities;
- d) To maintain contacts with organizations and individuals, in Canada and in other countries, who support and share the aims and objectives of Oseredok;
- e) To develop and distribute educational materials with specific reference to Ukrainian culture;
- f) To assist Ukrainian organizations with their cultural activities.

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.

3.2 Application

Eligible persons shall become members upon acceptance of the membership fee and the completed application form.

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 of Directors (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.

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.

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).

3.9 Voting Privileges

Members have the following voting privileges at the AGM:

- a) Individual / Senior / Student – one vote;
- b) Family – up to two votes per family present 18 years and over;
- c) Organization – one vote;
- d) Corporation – one vote;
- e) Honourary Member – no voting privilege;
- f) Lifetime – one vote.

4.0 ANNUAL GENERAL MEETING (AGM)

4.1 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

4.2 Notice to Membership

The Board of Directors will give no less than fourteen (14) days written notice of the time and place of the AGM through whichever modern and traditional means of communication chosen by the Board.

4.4 Quorum at AGM

Quorum will consist of twelve (12) members.

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.

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

The Board of Directors is intended to act as a governing board to help establish the culture, set strategic direction and policy, provide financial oversight, ensure adequate resources, and hire, evaluate and support the Executive Director.

5.1 Role of Directors

- a) Provide oversight of the strategic direction of Oseredok;
- b) Strike any committee;
- c) Appoint delegates;
- d) Appoint agents;
- e) Oversee the process for recruitment and selection of the Executive Director; and
- f) 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.

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) **May** serve **up to** 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.

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:
 - i. fails to pay membership fees;
 - ii. fails to attend three consecutive Board meetings;
 - iii. misses 50% of the year's Board meetings;

5.5 Appeal

In the event of a cancellation of directorship under 5.4 (d). or e.), the former director has the right to appeal the cancellation, by filing written notice of appeal to the AGM.

5.6 Appointment of New Director

The Board shall appoint a new director to serve the balance of the term of any vacated director's term. The appointed director will stand for election for the vacated term at the earliest AGM following his/her appointment by the Board.

6.0 COMMITTEES

6.1 Executive Committee

- a) Consists of:
 - i. President of the Board;
 - ii. Vice-President;
 - iii. Secretary;
 - iv. Treasurer;
 - v. Executive Director, who is ex-officio, without voting privileges.

b) Executive Committee is responsible for:

- i. carrying out emergency and unusual business between Board meetings;
- ii. reporting to the Board on actions taken between Board meetings.

6.2 Chairs and Members of Standing Committees

The Board will elect Chairs and members of:

- a) ~~Fundraising Committee;~~
- b) ~~Audit Finance~~ **Audit** Finance Committee;
- c) Nominating Committee.

6.3 Role of the President

The President will:

- a) Have legal signing authority;
- b) Preside all Board meetings;
- c) Sit as member ex-officio of all committees;
- d) **The Chair of the Board does not carry a vote at Board meetings except of the case of a tie vote.**

6.4 Role of the Vice President

The Vice President will:

- a) Perform all duties of the President, when the President is unavailable; and
- b) Carry out any special duties requested by the President.

6.5 Role of the Secretary

The Secretary will:

- a) Ensure written records of all Board meetings and Annual and Special General Meetings are kept;
- b) Minutes are distributed to all Directors;
- c) The corporate seal of Oseredok is kept safe;
- d) **Take minutes at the Board and Executive Committee meetings.**

6.6 Role of the Treasurer

The Treasurer will:

- a) ~~Have care of all funds and securities of Oseredok;~~ **In alignment with the Finance and Investment Committee, propose to the Board investments of Oseredok;**
- b) Chair the Finance **and Investment** Committee;
- c) ~~Make Oseredok's books available to Directors, upon request;~~
- d) Present a **financial and investment** report at every Board meeting.
- e) ~~Make all books available to the Auditor and the Audit Committee, when necessary.~~

6.7 Role of the Executive Director

The Executive Director shall:

- a) **be appointed by the Board;**

- b) be responsible to the Board;
- c) 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;
- d) propose 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;
- e) be ex-officio, non-voting member of any standing committees and may attend meetings of the Board, unless otherwise decided by the Board;
- f) if necessary or required, make Oseredok's books available to Directors or members, Auditor and Audit Committee, upon reasonable request.

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 through whichever modern and traditional means of communication chosen by the Board.

7.2 Quorum at Board Meetings

Quorum will consist of 50%+1 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, provided quorum is met. If quorum is not met, the Board meeting shall be informational only and any votes shall be deferred to the next meeting.

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 Terms of Reference

The Nominating Committee will prepare and present a slate of nominees to the Board ~~one month~~ **thirty days** before the AGM.

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.
- c) Directors who are members of the Audit Committee hold office until the following AGM unless they:
 - i. Resign;
 - ii. Attain the office of Treasurer; or
 - iii. Are replaced by the Board.

9.2 Terms of Reference

- 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~~

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- 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.

10.0 SPECIAL GENERAL MEETING (SGM)

10.1 Call for Special General Meeting (SGM)

An SGM will be called:

- a) By resolution of the Board of Directors; or
- b) The written requisition of 20% of the membership.

10.2 Notice to Membership

The Board of Directors will give no less than fourteen (14) days written notice of the place and time of the Special General Meeting **through whichever modern and traditional means of communication chosen by the Board.**

10.3 Quorum at SGM

Quorum will consist of twelve (12) members.

11.0 REAL PROPERTY

11.1 Real Property Rights

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

11.2 Approval of Board

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

11.3 Report to AGM

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

12.0 CHANGES TO THE CONSTITUTION

12.1 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.

12.2 Notice to Membership

The Board of Directors will give no less than fourteen (14) days written notice of the proposed Amendments. **Members shall be notified of the place and time of the AGM or SGM through whichever modern and traditional means of communication chosen by the Board.**

13.0 DISSOLUTION OF OSEREDOK

13.1 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 members of Oseredok.**

13.2 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 13.2(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 13.2(a) or 13.2(b) do not exist or the Board is not satisfied that such then existing institutions would be appropriate recipients.