

**CONSTITUTION OF
OSEREDOK UKRAINIAN CULTURAL AND EDUCATIONAL CENTRE, Inc.**

~~June 19~~ May XX, 2023 2026

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ARTICLE 1.0 **NAME**

1.1 ~~1.1~~ **Name**

The name of the association shall be – ~~“~~Oseredok Ukrainian Cultural and Educational Centre, Inc.~~”~~ (hereafter referred to as ~~“~~**Oseredok**~~”~~).

ARTICLE 2.0 **AIMS AND OBJECTIVES**

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

- ~~(a)~~ ~~a)~~ To act as a central repository for documents and materials with particular reference to Ukrainian cultural heritage;
- ~~(b)~~ ~~b)~~ To maintain and develop a museum, archive, library and gallery of fine art;
- ~~(c)~~ ~~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)~~ ~~a)~~ To develop a research centre for Ukrainian and Ukrainian Canadian Studies;
- ~~(b)~~ ~~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)~~ ~~c)~~ To initiate and organize various cultural activities;
- ~~(d)~~ ~~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)~~ ~~e)~~ To develop and distribute educational materials with specific reference to Ukrainian culture;
- ~~(f)~~ ~~f)~~ To assist Ukrainian organizations with their cultural activities.

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

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

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ARTICLE 3 MEMBERSHIP AND FISCAL YEAR

3.0 MEMBERSHIP

3.1 ~~3.1~~ Membership Eligibility

Membership is available to:

- (a) ~~a)~~ Any individual who is 18 years of age or older; ~~or~~
- (b) ~~b)~~ Any organization or corporation which supports ~~Oseredok's~~Oseredok's aims and objectives.

3.2 ~~3.2~~ Application

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

- (a) Subject to Article 3.8, eligible persons shall become members in good standing upon acceptance of the membership fee (as set by the Board of Directors (hereafter referred to as the a "Board")) and the completed application form;
- (b) Members in good standing must renew their memberships on an annual basis by payment of the membership fee in order to remain a member in good standing in the following fiscal year. Members can renew their memberships at any time in the fiscal year following the expiry of their membership without submitting a new application form, but do not have any of the privileges of a member until their membership fee for the current fiscal year is paid.

3.3 ~~3.3~~ Membership Categories

There shall be the following categories of membership:

- | | | | |
|------------|--------------------------------------|---|--|
| <u>(a)</u> | <u>Individual / senior / student</u> | = | <u>one person;</u> |
| | <u>(i)</u> | | <u>Annual membership</u> |
| | <u>(ii)</u> | = | <u>payment of a one-time lifetime membership fee as determined by the Board;</u> |
| <u>(b)</u> | <u>Family</u> | = | <u>related individuals living at the same address;</u> |
| <u>(c)</u> | <u>Organizations</u> | = | <u>non-profit associations;</u> |
| <u>(d)</u> | <u>Corporations</u> | = | <u>legal and active corporations in good standing;</u> |

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(c) ~~☞~~ Serves written notice of intention to end his/her membership.

3.8 ~~3.8~~ Cancellation of Membership

(a) ~~a)~~ The Board, by resolution, ~~can~~ may cancel a membership, for just cause, ~~including but not limited to:~~

(i) severe misconduct by the member;

(ii) criminal proceedings against the member;

(iii) bankruptcy or other insolvency proceedings being taken against the member; or

(iv) any other activity by a member significantly not in alignment with the aims and objectives of Oseredok described in Article 2.

(b) ~~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 fourteen (14) days prior to the AGM for it to be considered at the AGM.

3.9 ~~3.9~~ Voting Privileges

Members have the following voting privileges at ~~the~~ an AGM or SGM at which they are a member in good standing:

<u>(a)</u>	<u>Individual / Senior / Student</u>	=	<u>one vote;</u>
<u>(b)</u>	<u>Family</u>	=	<u>up to two votes per family present 18 years and over;</u>
<u>(c)</u>	<u>Organization</u>	=	<u>one vote;</u>
<u>(d)</u>	<u>Corporation</u>	=	<u>one vote;</u>
<u>(e)</u>	<u>Honourary Member</u>	=	<u>no voting privilege, but the Honourary Member shall maintain voting privileges under another membership category if they are duly a member under another category of membership;</u>
<u>(f)</u>	<u>Lifetime</u>	=	<u>one vote.</u>

~~a) Individual / Senior / Student — one vote;~~

~~b) Family — up to two votes per family present 18 years and over;~~

~~c) Organization — one vote;~~

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- d) ~~Corporation — one vote;~~
- e) ~~Honourary Member — no voting privilege;~~
- f) ~~Lifetime — one vote.~~

3.10 Fiscal Year

Unless varied by a resolution by the Board, the fiscal year end shall be March 31st.

~~ARTICLE 4.0~~ ANNUAL GENERAL MEETING (AGM)

4.1 ~~4.1~~ — Place and Time of Annual General Meeting

- (a) ~~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) The AGM shall have options for both in-person and virtual/phone attendance.

4.2 ~~4.2~~ — Notice to Membership

- (a) The Board of Directors will give no less than ~~fourteen~~twenty-one (~~14~~21) days written notice of ~~the time and place of calling~~ the AGM through whichever modern and traditional means of communication chosen by the Board;
- (b) The notice to membership of the AGM shall include the following information:
 - (i) The time and place of the AGM;
 - (ii) The directors recommended by the Nominating Committee for election at the AGM.

4.3 ~~4.4~~ — Quorum at AGM

Quorum will consist of ~~twelve (12) members.~~the lesser of:

- (a) 25 members; or
- (b) 10% of the current active memberships (excluding Honourary Members), but in no event less than 12.

4.4 ~~4.5~~ — Chair of AGM

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

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4.5 ~~4.6~~ **Secretary of AGM**

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

4.6 ~~4.7~~ **Motions at AGM**

A motion presented and put to a vote, shall be decided by a majority of those present.

4.7 ~~4.8~~ **AGM Activities**

The following will take place at the AGM:

- (a) ~~a)~~ Election of Chair;
- (b) ~~b)~~ Election of Secretary;
- (c) ~~c)~~ Acceptance of agenda;
- (d) ~~d)~~ Review of previous ~~year's~~year's AGM minutes, and those of any Special General Meeting that may have occurred since the last AGM;
- (e) ~~e)~~ Reports from the President, Treasurer, ~~Executive Director~~ED, Chair of Audit Committee and Chair of Nominating Committee;
- (f) ~~f)~~ Election of vacant positions on the Board ~~of Directors~~;
- (g) ~~g)~~ Election of Audit Committee;
- (h) Appointment of a person or firm to perform the external audit of Oseredok (the "External Auditor");
- (i) ~~h)~~ Approval of any constitution ~~and by-law~~ amendments passed by the Board during the year;
- (j) ~~i)~~ Consideration of any appeals made under ~~3.8~~3.8 or ~~5.5~~5.5; and
- (k) ~~j)~~ Other matters presented by the Board or members.

4.8 **Election of Board Members at AGM**

Election of candidates for Director shall be limited to those who have responded to the solicitation of the Nominating Committee under Section 8.2. The Chair of the Nominating Committee shall present the qualifications of all candidates who have applied for a vacant Director position and indicate those who have been endorsed by the Board.

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4.9 Attendance and Voting at the AGM

- (a) Only members in good standing may be present at the AGM;
- (b) Only members who have been a member in good standing for a minimum of 30 days in advance of the AGM may vote on any matters put to vote at the AGM;
- (c) The Chair of the AGM shall administer any votes by the members at the AGM.

ARTICLE 5.0 **BOARD OF DIRECTORS ~~AND~~ CHIEF EXECUTIVE OFFICER**

5.1 Role of Directors

- (a) The Board of Directors is the governing body of Oseredok. It has the legal and ethical responsibility to ensure the sustainability, growth and reputation of Oseredok. The Board defines the vision for Oseredok, sets strategic direction, plans and policies to achieve the objectives and limit exposure to risk. ~~;~~

~~The Board selects and appoints an Executive Director to execute the strategy and plans and provides support and resources necessary for this purpose. The Executive Director is responsible to implement the strategic direction established by the Board, reports on progress compared to approved plans and budgets, identifies issues that require Board consideration, mitigates risk and champions Oseredok's vision and reputation.~~

5.1 **Role of Directors**

- (b) The Board of Directors, jointly and individually, ensures that the Board fulfills its legal and ethical responsibilities to:
 - (i) ~~a)~~ Provide good governance that shall include, but not be limited to, the oversight of strategic direction, establishment of committees, appointment of delegates and agents, and the recruitment and oversight of the ~~Executive Director~~ ED;
 - (ii) ~~b)~~ Provides oversight on financial, organizational, program, community and reputational integrity of Oseredok's operations;
 - (iii) ~~c)~~ Approve short and long term plans and associated budgets, including the development of funding strategies that ensure adequate resources (financial, staff and operational) are available to achieve such approved plans and objectives;
 - (iv) ~~d)~~ Provide leadership that promotes a healthy culture of a performance-driven, innovative and growth-oriented organization; and

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- (v) ~~e~~ Receive reimbursement for reasonable expenses, provided the expenses are approved by a resolution of the Board, or pursuant to any policy adopted by the Board.

5.2 ~~5.2~~ Number of Directors

- (a) There will be no more than twelve (12) directors (each, a "Director"), elected by members ~~in accordance with this Constitution or appointed by the Board in accordance with section 5.6;~~
- (b) A Director must already be a member of Oseredok in good standing or become a member of Oseredok in good standing within 30 days of being elected as a Director at an AGM or appointed as a Director in accordance with section 5.6 and shall not be incarcerated or an undischarged bankrupt.

5.3 ~~5.3~~ Term of Directors

~~A director:~~

- (a) ~~a) May serve up to a~~ Subject to section 5.6, the term of each Director shall be three (3) year term years from the date they are elected at an AGM;
- (b) A director:
 - (i) ~~b) Can~~ may serve up to three (3) consecutive, three-year terms;
 - (ii) ~~c)~~ After serving three (3) consecutive, three-year terms, is not eligible for election for a period of one (1) year.

5.4 ~~5.4~~ End of Directorship

A directorship ends when a ~~director~~ Director:

- (a) ~~a)~~ Dies;
- (b) ~~b)~~ Serves written notice of resignation to the Board;
- (c) ~~c)~~ Is incarcerated; or
- (d) ~~d)~~ Without justification acceptable to the Board:
 - (i) ~~i)~~ fails to pay membership fees;
 - (ii) ~~ii)~~ fails to attend three consecutive Board meetings;

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- (iii) ~~iii.~~ misses 50% of the ~~year's~~year's Board meetings; and

After the occurrence of one of the events in sections 5.4(d)(i), (ii) or (iii), a resolution is carried by a vote of 75% or more of all members of the Board for the removal of the Director.

5.5 ~~5.5~~ **Appeal**

In the event of a cancellation of directorship under ~~5.4 (d) or e.)~~, 5.4(d), the former ~~director~~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 fourteen (14) days prior to the AGM for it to be considered at the AGM.

5.6 ~~5.6~~ **Appointment of New Director**

The Board shall appoint a new director (the "Appointed Director") to serve the balance of the term of any vacated ~~director's term. The appointed director~~director's term until the next AGM. The Appointed Director will stand for election for the vacated term at the ~~earliest~~next AGM following his/her appointment by the Board, following which they will be elected for the balance of the term of the Director they were appointed to replace.

5.7 **Executive Director**

- (a) The Board selects and appoints an Executive Director ("ED") to execute the strategy and plans and provides support and resources necessary for this purpose;
- (b) In the event of a vacancy in the ED position:
 - (i) the Board may, in its discretion, appoint an interim ED on terms that the Board sees fit;
 - (ii) the vacant ED position shall be filled on a permanent basis through recruitment process undertaken by the Board or third parties hired by the Board to recruit a new ED;
 - (iii) the appointment of the ED shall be effective after a vote of the Board, on the terms and conditions determined by the Board.
- (c) The ED is responsible to implement the strategic direction established by the Board, reports on progress compared to approved plans and budgets, identifies issues that require Board consideration, mitigates risk and champions Oseredok's vision and reputation;
- (d) The Board may, by resolution, set the scope and limits of the ED's authority and responsibility.

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ARTICLE 6.0 COMMITTEES

6.1 ~~6.1~~ Executive Committee

- (a) ~~a)~~ Consists of:
- (i) ~~i-~~ President ~~of~~ (the Board Chair);
 - (ii) ~~ii-~~ Vice-President (the Vice-Chair);
 - (iii) ~~iii-~~ Secretary;
 - (iv) ~~iv-~~ Treasurer;
- (collectively, the "Officers")
- (v) ~~v. Executive Director~~ ED, who is ex-officio, without voting privileges.
- (b) ~~b)~~ Executive Committee is responsible for:
- (i) ~~i-~~ carrying out emergency and unusual business between Board meetings;
 - (ii) ~~ii-~~ reporting to the Board on actions taken between Board meetings;
- (c) The Officers shall serve for a one year term, elected by a majority of the Board at the first Board meeting following the AGM;
- (d) In the event of vacancy in an Officer position, the Board may, by resolution, appoint a new member to the vacant position for the remainder of the term.

6.2 ~~6.2~~ Chairs and Members of Standing Committees

- (a) The Board will elect Chairs and members of:
- (i) ~~a)~~ Fundraising Committee;
 - (ii) ~~b)~~ Finance and Investment Committee;
 - (iii) ~~c)~~ Nominating Committee.
- (the "Standing Committees")
- (b) The terms of reference of the Standing Committees shall be determined by the Board.

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6.3 ~~6.3~~ **Role of the President**

The President will:

- (a) ~~a)~~ Have legal signing authority;
- (b) ~~b)~~ Preside all Board meetings;
- (c) ~~c)~~ Sit as member ex-officio of all committees;
- (d) ~~d)~~ The President of the Board does not carry a vote at Board meetings except of the case of a tie vote~~;~~;
- (e) [The President of the Board cannot stand as Chair of any committee except the Executive Committee.](#)

6.4 ~~6.4~~ **Role of the Vice President**

The Vice President will:

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

6.5 ~~6.5~~ **Role of the Secretary**

The Secretary will:

- (a) ~~a)~~ Ensure written records of all Board meetings, Executive Committee meetings, Annual and Special General Meetings are kept;
- (b) ~~b)~~ Minutes are distributed to all Directors;
- (c) ~~c)~~ The corporate seal of Oseredok is kept safe;

6.6 ~~6.6~~ **Role of the Treasurer**

The Treasurer will:

- (a) ~~a)~~ In alignment with the Finance and Investment Committee, propose to the Board [any investments to be made by Oseredok or other recommendations concerning the financial management](#) of Oseredok;
- (b) ~~b)~~ Chair the Finance and Investment Committee;
- (c) ~~c)~~ Present a financial and investment report at every Board meeting.

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6.7 Ad-Hoc Committees

The Board may establish, by resolution any additional committees on an ad-hoc basis that the Board sees appropriate. The terms of reference of any ad-hoc committees shall be determined by the Board.

ARTICLE 7.0 **BOARD MEETINGS**

7.1 ~~7.1~~ **Frequency of Board Meetings**

Directors will meet:

- (a) ~~a)~~ At least eight (8) times a year;
- (b) ~~b)~~ In person or by through whichever modern and traditional means of communication chosen by the Board.

7.2 ~~7.2~~ **Quorum at Board Meetings**

Quorum will consist of 50%+1 of Directors.

7.3 ~~7.3~~ **Motions at Board Meetings**

~~A motion~~ Except where a more stringent requirement is included in this Constitution, a resolution 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 ~~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.

ARTICLE 8.0 **NOMINATING COMMITTEE**

8.1 ~~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.

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8.2 ~~Terms of Reference~~

8.2 Nominating Committee Process

- (a) The Nominating Committee ~~will prepare and present a slate of nominees to the Board thirty days before~~ shall be responsible for soliciting applications for vacant positions on the Board at least 60 days prior to the AGM.
- (b) The Nominating Committee will review all applications and recommend to the Board which applicants, if any, should be endorsed by the Board prior to the notice of the AGM being sent to members.
- (c) The Board may endorse as many candidates for the Board as it sees fit.

ARTICLE 9.0 ~~AUDIT COMMITTEE~~

9.1 ~~9.1~~ — Election and Appointment of Audit Committee Chair and Members

- (a) ~~a)~~ The members present at the AGM shall elect a Chair and two additional members for the Audit Committee;
- (b) ~~b)~~ The Board ~~of Directors~~ shall appoint two ~~directors~~ Directors to the Audit Committee, neither of whom then holds the office of Treasurer, as soon as practicable after the AGM.
- (c) ~~c)~~ Directors who are members of the Audit Committee hold office until the following AGM unless they:
 - (i) ~~i)~~ Resign;
 - (ii) ~~ii)~~ Attain the office of Treasurer; or
 - (iii) ~~iii)~~ Are replaced by resolution of the Board.

9.2 ~~Terms of Reference~~ Audit Committee Responsibilities

The Audit Committee shall be responsible for:

- (a) ~~a) Review~~ Reviewing the findings of the External Auditor and ~~present~~ presenting the report of the findings to the members at the AGM;
- (b) Performing any internal audit functions deemed appropriate by the Audit Committee, including requesting review of financial documents from the Treasurer;
- (c) Selection of a replacement for the External Auditor (to be confirmed by a resolution of the Board) if the External Auditor appointed at the AGM resigns; and

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~~b) Follow the terms of reference approved by the membership at the AGM. and~~

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.~~

(d) ~~b)~~ Follow ~~the~~ any additional terms of reference approved by the membership at the AGM.

ARTICLE 10.0 SPECIAL GENERAL MEETING (SGM)

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

(a) An SGM will be called:

(i) ~~a)~~ By resolution of the Board of Directors; or

(ii) ~~b)~~ The written requisition of 20% of the membership.

(b) The SGM shall have options for both in-person and virtual/phone attendance.

10.2 ~~10.2~~ **Notice to Membership**

The Board of Directors will give no less than ~~fourteen~~ twenty-one (21) 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 ~~10.3~~ **Quorum at SGM**

Quorum will consist of ~~twelve (12) members.~~ the lesser of:

(a) 25 members; or

(b) 10% of the current active memberships (excluding Honourary Members), but in no event less than 12.

10.4 **Motions at SGM**

A resolution presented and put to a vote shall be decided by a majority of those present.

10.5 **Activities at an SGM**

An SGM may be called to:

(a) Approve an amendment to the Constitution;

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- (b) Perform any other function that could be performed at an AGM but is reasonably necessary to be performed prior to the next AGM.

10.6 Attendance and Voting at the SGM

- (a) Only members in good standing may be present at the SGM;
- (b) Only members who have been a member in good standing for 30 days in advance of the SGM may vote on any matters put to vote at the SGM;
- (c) The Chair of the SGM shall administer any votes by the members at the SGM.

ARTICLE ~~11.0~~ REAL PROPERTY

11.1 ~~11.1~~ **Real Property Rights**

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

11.2 ~~11.2~~ **Approval of Board**

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

11.3 ~~11.3~~ **Report to AGM**

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

ARTICLE ~~12.0~~ CHANGES TO THE CONSTITUTION

12.1 ~~12.1~~ **Approval of Changes**

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

12.2 ~~12.2~~ **Notice to Membership**

The Board of Directors will give no less than ~~fourteen~~ twenty-one (~~14~~21) 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.

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ARTICLE ~~13.0~~ **DISSOLUTION OF OSEREDOK**

13.1 ~~13.1~~ **Motion to Dissolve**

The motion for dissolution:

- (a) ~~a)~~ Will be presented by the Board ~~of Directors~~, and
- (b) Requires a quorum of 50% + 1 member in good standing.

13.2 ~~13.2~~ **Distribution of Assets**

(a) A motion for dissolution may be presented by the Board ~~of Directors~~ or by members in accordance with the provisions of Section ~~4.04~~ or ~~10.1~~10.1.

(b) In the case of a motion for dissolution the following shall apply:

- (i) ~~a)~~ not less than thirty (30) days notice will be given to members rather than the ~~fourteen~~twenty-one (~~14~~21) days specified in Sections ~~4.04~~ and ~~10.2~~10.2;
- (ii) ~~b)~~ members will be given the option to participate by means other than in person (~~i.e.~~ Video or Teleconference, mail-in ballot, or other means) for this purpose or may select a proxy to represent them at the meeting where the motion for dissolution is considered;
- (iii) ~~c)~~ any motion to dissolve shall include the process for determining the distribution of Oseredok assets; and
- (iv) ~~d)~~ the motion to dissolve must be passed by a two thirds (2/3) majority of members of Oseredok participating in the meeting either in person or by other means as specified in ~~(b)~~(b) above.

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Summary report:	
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<u>Move To</u>	0
<u>Table Insert</u>	2
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<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
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