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**Hellenic Community of Ottawa**

**BY-LAWS**

**November 2018**

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## PREAMBLE

The following by-laws relate to the conduct and affairs of the Hellenic Community of Ottawa (HCO), Canada, governed by a Board of Directors elected directly by its Members.

This by-law expands on the purposes and objectives of Charter #0048583, issued by the Province of Ontario to the HCO on June 18, 1943.

## 1. DEFINITIONS

- 1.1 “**Act**” means *Ontario Not-for-Profit Corporation Act*.
- 1.2 “**Affiliate Membership**” has the meaning ascribed to the term in Section 4.3 herein.
- 1.3 “**Audit Committee**” has the meaning ascribed to that term in Section 6.6.2.
- 1.4 “**Board of Directors**” or “**BOD**” means the body elected to administer the affairs of the HCO.
- 1.5 “**By-Law Committee**” has the meaning ascribed to that term in Section 6.6.3.
- 1.6 “**Chartered Accountant of the Corporation**” means MNP LLP, or such other accountants as the HCO may retain from time to time.
- 1.7 “**Church**” means the Greek Orthodox Church in Ottawa as a church under the Greek Orthodox Metropolis of Toronto (Canada).
- 1.8 “**Corporation**” means the not for profit corporation incorporated by Letters Patent on June 18, 1943 as the Hellenic Community of Ottawa with the purpose of serving the HCO.
- 1.9 “**Delinquent Member**” has the meaning ascribed to the term in Section 4.3 herein.
- 1.10 “**Director**” means a member of the Board of Directors of the HCO.
- 1.11 “**Executive Committee**” has the meaning ascribed to that term in Section 6.8.3.
- 1.12 “**Executive Officers**” refers to the President, First Vice-President, Second Vice-President, Secretary and Treasurer of the Board of Directors of the HCO.
- 1.13 “**Forming Body**” refers to the body within the HCO that creates a Committee, task force or other working group to meet the purposes and aims of the Corporation.
- 1.14 “**General Assembly**” or “**GA**” means an assembly of the Members of the Corporation.
- 1.15 “**General Assembly Petition**” has the meaning ascribed to that term in Section 7.1.4 herein.
- 1.16 “**Greek Orthodox Faith**” means the faith which canonically and historically is under the supreme ecclesiastical jurisdiction of the Ecumenical Patriarchate of Constantinople and its representative the Metropolitan of Toronto.
- 1.17 “**HCO HR Policy**” means the policy dated October 12, 2017 and approved by the General Assembly and as may be amended from time to time.

- 1.18 **“HCO Policy on General Assemblies”** means the document established by the HCO which is available at the administrative office of the HCO, as this document may be amended from time to time.
- 1.19 **“Hellenic Community of Ottawa”** or **“HCO”** means the Hellenic community of Ottawa as represented by the Corporation and includes all Members in good standing.
- 1.20 **“Honorary Membership”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.21 **“Life Time Membership”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.22 **“Member”** means any person that has paid their applicable HCO membership dues in a relevant fiscal year and in good standing in terms of payment under a sanctioned HCO membership plan.
- 1.23 **“Member in Good Standing”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.24 **“Membership Period”** has the meaning ascribed to the term in Section 4.2 herein.
- 1.25 **“New Member”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.26 **“Nominating and Election Committee”** has the meaning ascribed to that term in Section 6.6.1.
- 1.27 **“Policy Manual for Committees”** means the document established by the HCO which is available at the administrative office of the HCO, as this document may be amended from time to time.
- 1.28 **“Regular Member”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.29 **“Senior Member”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.30 **“Student Membership”** has the meaning ascribed to the term in Section 4.3 herein.

## **2 - HELLENIC COMMUNITY OF OTTAWA CORPORATION**

### **2.1 HEAD OFFICE**

The head office of the Corporation shall be within the boundaries of the City of Ottawa, Province of Ontario, or at such place as members may designate by resolution at a General Assembly.

### **2.2 SEAL OF THE HELLENIC COMMUNITY OF OTTAWA**

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporation’s official seal.

### **2.3 EMPLOYEES OF THE CORPORATION**

The Corporation shall not hire any person who is a member of the Board of Directors. Further the Corporation may, in the ordinary course, hire an immediate family member (being a spouse, child, parent, sibling, niece or nephew of a member of the Board of Directors as well as anyone married to any of the foregoing), where there is no potential or real conflict of interest from a reporting or supervisory relationship. If there is a perceived conflict of interest any related Board member should not be involved in the discussion, decision, negotiation, hiring or reporting relationship relating to the person being considered.

## **2.4 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st day of January and terminate on the 31st day of December.

## **2.5 POLITICAL AFFILIATION**

The Corporation shall not participate in any partisan political activities or be affiliated with partisan political parties, partisan political associations or partisan political boards in Canada and abroad.

# **3 - PURPOSES AND AIMS OF THE HELLENIC COMMUNITY OF OTTAWA**

## **3.1 DECLARATION OF PURPOSES AND AIMS:**

- To provide to the members of the HCO a place of worship, church and place for religious instruction in the Greek Orthodox Faith.
- To promote, support and defend the Greek Orthodox faith and its representatives by providing moral and financial support to help them fulfill their mission.
- To provide for the progress and well-being of the HCO.
- To provide continuous financial and moral support to the teaching of the Hellenic language and culture at the Hellenic school program.
- To serve the cultural and social needs and to support related events of its Members.
- To foster and promote the Hellenic language, heritage and traditions based on the principles of the Canadian multicultural environment and heritage
- To assist new immigrants of Hellenic origin to adapt and develop as Canadian citizens and to help newcomers to establish themselves in the Ottawa region.

## **3.2 DECLARATION OF RELATIONSHIP WITH THE GREEK ORTHODOX METROPOLIS OF TORONTO (CANADA) (“THE METROPOLIS”)**

The HCO shall maintain a relationship with the Greek Orthodox Metropolis of Toronto (Canada). Said relationship shall be limited to matters that are of an ecclesiastical nature as well as the corresponding financial requirements.

It is understood and agreed that any such relationship cannot be contrary to any applicable legislation governing corporations under the laws of the Province of Ontario or these By-laws.

# **4 - MEMBERSHIP**

## **4.1 DUTIES AND RESPONSIBILITIES OF MEMBERS**

All members must abide by the purposes and aims of the HCO as defined in Article 3.

## **4.2 MEMBERSHIP PERIOD**

The HCO membership period is from January 1st of each calendar year until December 31st of that same calendar year. Membership fees are due by January 31st of each calendar year unless the Member is on an approved payment plan associated with a sanctioned HCO membership plan.

### **4.3 MEMBERSHIP STANDING**

At any time, a person is classified as a:

Member in Good Standing – is a member who has paid his/her dues to the HCO in full and was a member in the previous membership period or a person from another Hellenic Community, who is a paid member of the HCO for the current membership period and was a member in good standing of that Hellenic Community. In the event a member is on a sanctioned HCO program with monthly or quarterly payments he/she will be considered in good standing.

New Member – is a member who has paid his/her dues to the HCO in full but have not previously been a member of the HCO.

Delinquent Member – is a person who has not paid his/her dues for the current membership period to the HCO in full by January 31st and was a member in either of the two previous membership periods.

### **4.4 COMMENCEMENT OF MEMBERS' RIGHTS**

A Member in Good Standing as defined in Article 4.3 has rights, as defined in Article 4.6, begin at the commencement of each applicable Membership Period.

A New Member rights, as defined in Article 4.3 has rights, as defined in Article 4.6, begin two months after payment.

A Delinquent Member as defined in Article 4.3 will have their rights, as defined in Article 4.6, re-instated and become Members in good standing immediately after bringing their membership current. The immediate past membership period may be paid retroactively.

### **4.5 MEMBERSHIP CATEGORIES**

#### **4.5.1 Regular Membership**

To be considered a Regular Member, and have all the rights outlined in Article 4.6, an individual must request Regular Membership and have the following requirements:

- be 18 years of age or older;
- been baptized according to the rites of the Greek Orthodox faith;
- be a Canadian Citizen or Permanent Resident; and
- be of Hellenic origin or be married to or be the child of someone of Hellenic origin who is currently a member

#### **4.5.2 Student Membership**

To be a Student Member, and have all the rights outlined in Article 4.6, an individual must request for Student Membership and have the following requirements:

- be registered full-time or part-time at a Canadian university, college, technical school or high school;
- be 18 years of age or older;
- been baptized according to the rites of the Greek Orthodox faith;
- be a Canadian Citizen or Permanent Resident and
- be of Hellenic origin or married to someone who is.

#### **4.5.3 Senior Membership**

To be considered a Senior Member, and have all the rights outlined in Article 4.6, an individual must request Senior Membership and have the following requirements:

- be 60 years of age or older.
- been baptized according to the rites of the Greek Orthodox faith.
- be a Canadian Citizen or Permanent Resident and
- be of Hellenic origin or married to someone who is.

#### **4.5.4 Affiliate Membership**

Anyone who cannot fulfill all the requirements set out for the other types of membership but wishes to participate in the HCO may do so by requesting Affiliate Membership.

- He/she must be 18 years of age or older,
- Must pay the regular membership fee

An Affiliate Member cannot vote at a General Assembly or be elected to the Board of Directors.

The Board of Directors may at any time, by resolution passed by a majority of those present, limit the number of Affiliate Members.

#### **4.5.5 Life Time Membership**

A Life Time Member is a member appointed by the Board of Directors by way of resolution approved by a vote of two-thirds (2/3) of the members at a General Assembly.

A person eligible for Life Time Membership is one who by his/her outstanding conduct and services has made a substantial and worthy contribution to the welfare and spiritual needs of the HCO.

A Life Time Member has all the rights as outlined in Article 4.6

A Life Time Member is a Member for life, unless his/her membership is revoked by way of resolution by the Board of Directors and approved by a vote of two thirds (2/3) of the members at a General Assembly.

A Life Time Member pays no dues for the entire term of his/her Life Time Membership.

#### **4.5.6 Honorary Membership**

An Honorary Member is a member appointed by the Board of Directors by way of resolution approval by a vote of two-thirds (2/3) of the members at a General Assembly. A person eligible for Honorary Membership is one who by his/her outstanding conduct and services has made a substantial and worthy contribution to the welfare and spiritual needs of the HCO.

An Honorary Member has all the rights as outlined in Article 4.6 but cannot vote at a General Assembly or be elected to the Board of Directors.

An Honorary Member is a member for life, unless his/her membership is revoked by way of resolution by the Board of Directors and approved by a vote of two thirds (2/3) of the members at a General Assembly.

#### **4.6 DEFINITION OF MEMBERS' RIGHTS**

A Member has the right to:

- speak during General Assemblies, subject to the rules established for the conduct of business at these Assemblies;
- vote on any matter before a General Assembly;
- seek office to any elected position of the Board of Directors of the HCO; and
- preferential HCO rates for services as defined by HCO policies.

#### **4.7 REGISTRY OF MEMBERS**

A register of all Members, indicating their names, addresses and whether they have paid their annual dues, shall be kept by the Secretary at the Corporation head office and shall be available for inspection to the Executive Officers and to the chairperson of the nominating and elections committee of the HCO. With the express consent of the Member, and in accordance with any governing legislation, other information besides the above may be collected from time to time to serve the needs of the HCO.

#### **4.8 MEMBERSHIP FEES**

The Board of Directors will set and recommend the annual fees and the time of their application, subject to approval by a General Assembly.

#### **4.9 SUSPENSION OF MEMBERS**

**4.9.1** Any Member who is shown to have acted contrary to the principles and objectives of the By-laws and/or any resolutions of the HCO may have their membership in the HCO suspended by a resolution of the Board of Directors passed by two-thirds (2/3) majority of those present and confirmed by a vote at a General Assembly with two-thirds (2/3) majority vote by of those Members present.

**4.9.2** No Member shall have their membership suspended without first having been notified by the BOD of the behavior or actions that have given rise to the complaint against the Member. Following notice of a complaint as described above, the Member will be given an opportunity to make representations to the BOD or the Members of the General Assembly where the complaint is considered. All votes on the suspension of a Member shall be by secret ballot.

**4.9.3** The members of the HCO may reduce any suspension or reinstate a suspended Member by a two-thirds (2/3) majority vote at a subsequent General Assembly. Any suspended Member shall be entitled to request reinstatement by the General Assembly to be considered at the annual meeting of the General Assembly.

#### **4.10 TERMINATION AND RESIGNATION OF MEMBERSHIP**

An individual ceases to be a Member upon the Member's resignation, death, failure to pay the prescribed dues within the prescribed time limits, or otherwise in accordance with the By-laws and resolutions of the Corporation.

### **5 - BOARD OF DIRECTORS**

#### **5.1 OATH OF BOARD OF DIRECTORS**

Prior to assuming their responsibilities and duties the members of the Board of Directors shall take an Oath of Office as outlined in Appendix 1.

#### **5.2 COMPOSITION OF THE BOARD OF DIRECTORS**

**5.2.1** Notwithstanding articles 5.4 and 5.5, the Board of Directors shall consist of not less than eleven (11) persons and not more than fifteen (15) persons elected by the Members at a General Assembly to manage the affairs of the HCO.

**5.2.2** The fifteen (15) members of the Board of Directors shall be composed of the five (5) Executive Officers (President, First Vice-President, Second Vice-President, Treasurer and Secretary) and ten (10) Directors at large.

**5.2.3** In addition the Priest of the HCO shall be an ex officio non-voting member of the Board of Directors for its full term.

**5.2.4** At the request of the Board of Directors, the immediate past President shall be an ex officio non-voting member of the Board of Directors. If the past President is absent without reasonable excuse for more than three (3) consecutive meetings or 50% of the meetings within a calendar year of the Board of Directors, the past President will no longer be an ex officio Member of the Board of Directors.

#### **5.3 ELECTION OF THE EXECUTIVE OFFICERS**

**5.3.1** Within fourteen (14) days of the General Elections, as herein described, a meeting will be convened and chaired by the Chair of the Nominations and Elections Committee (NEC), or if the Chair is unavailable by one of the NEC's members elected for the purpose, to oversee the process whereby the newly elected members of the Board of Directors shall elect the Executive Officers and who shall constitute the Executive Office of the Corporation. The minutes of the meeting shall: (i) include the names of all Board of Directors members (ii) be signed by the members of the NEC present and the newly elected President and Secretary.

**5.3.2** If a vacancy occurs with respect to any Executive Officer position, other than that of President, then the Board of Directors shall elect, within one month, from amongst remaining members of the Board of Directors a new director to fulfill the vacant position for the remainder of the term.

**5.3.3** If the position of President becomes vacant, the Board of Directors will elect a new President within one month, from the remaining members of the current Board of Directors. The newly elected President shall be in office for the remaining duration of the existing term. If six (6) months or less are



remaining until the end of the existing term, then the First Vice-President (or failing him/her, the Second Vice-President) will act as President for the remainder of the term.

#### **5.4 RESIGNATION OF DIRECTORS**

**5.4.1** Any Director may resign by filing a written resignation with the Secretary of the Corporation, and such resignation shall take effect either upon the acceptance thereof by the Board of Directors or upon the expiration of fifteen (15) working days after the filing thereof, whichever shall be the earlier. Provided that a Director who resigns shall be deemed to have served for a full term as a Director for the purposes of calculating their eligibility to serve on future BODs notwithstanding when they may have actually resigned in their current term of service as a Director.

#### **5.5 VACANCIES ON THE BOARD OF DIRECTORS**

**5.5.1** If vacancies exist on the Board, following a General Election but prior to the election of the Executive Positions, then the Nominations and Elections Committee will proceed to convene the first meeting of the Board of Directors as outlined in Section 5.3.1 for the purposes of electing the Executive Officers and pass the responsibility to fill vacancies to the newly elected Board of Directors. The newly established Board of Directors will fill vacancies within thirty (30) days of its first meeting and appoint by majority vote the balance of the Board.

If vacancies occur following the first meeting of the Board of Directors, then the remaining Directors will call on the non-elected nominees from the last election to fill the vacancies. These nominees will be contacted in order of votes received, from the greatest number to the lowest number, in the previous election. If those nominees decline or if there are more vacancies than nominees, then any Member who meets the eligibility criteria outlined in the By-laws and is approved by a majority of the remaining Directors may be appointed by the Board of Directors to these vacancies. These vacancies should be filled within thirty (30) days.

**5.5.2** If 40% or more of the Directors' positions are vacated at once or cumulatively within the period of one (1) calendar year, the Board of Directors must ask the Nominating and Elections Committee to call elections within one month to fill these vacancies. If the positions are vacated within three (3) months prior to the end of the term, the elections will be carried out as usual at the end of the term.

**5.5.3** Any Director appointed or elected to fill such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

#### **5.6 POWERS, DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE OFFICERS**

**5.6.1 President** - The President of the HCO shall, whenever present, act as chair of all meetings of the Directors and the Executive Officers. He/she shall be responsible for the overall operations of the HCO, sign contracts, documents, or instruments in writing that require signature and shall have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors or as are incidental to office.

**5.6.2 First Vice-President** - When the President is not available for any reason, the First Vice-President shall be vested with all the powers and shall perform all the duties of the President, namely shall sign contracts, documents or instruments in writing that require his/her signature and shall have such powers, duties and responsibilities as may from time to time be assigned to him by the Board of Directors.

**5.6.3 Second Vice-President** - When the President and the First Vice-President are not available for any reason, the Second Vice-President shall be vested with all the powers and shall perform all the

duties of the President, namely shall sign contracts, documents or instruments in writing that require his/her signature and shall have such powers, duties and responsibilities as may from time to time be assigned to him/her by the Board of Directors.

**5.6.4 Secretary** - The Secretary shall act as secretary of all meetings of the Board of Directors and Executive Officers, shall have charge of all minute books, documents and registers of the HCO and shall sign such contracts, documents or instruments in writing that require his/her signature. The Secretary shall have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors when directed to do so. In the absence of the President and the Vice-President(s), the Secretary shall chair the meetings of the Board.

**5.6.5 Treasurer** - The Treasurer shall have the care and custody of all the funds and securities of the HCO and shall direct the deposit of same in the name of the HCO in such bank or banks or other financial institutions as are authorized by the Board of Directors or any other supervisory body that may be constituted by the General Assembly from time to time. He/she shall sign such contracts, documents or instruments in writing that require his/her signature and shall have such other powers, duties and responsibilities as may from time to time be assigned to him/her by the Board of Directors or as are incidental to his/her office. The Board of Directors may require the Treasurer to be bonded.

**5.6.6 The Role of the Executive Committee** – The Executive Committee shall be responsible for management of the day to day or operational requirements of the HCO provided that all decisions of the Executive Committee must be approved or ratified by the Board of Directors subject only to the following exceptions:

- 5.6.6.1** operational matters or decisions which are clearly within the budget of the HCO as approved annually by the General Assembly;
- 5.6.6.2** any decisions relating to a matter which would constitute an emergency (being a decision that if not made, would result in damage or loss to HCO property or assets or allow unsafe conditions to exist at any HCO facilities); or
- 5.6.6.3** any decision made on behalf of the HCO as a result of specific delegated authority to the Executive Committee by the General Assembly.

Provided that any decisions made by the Executive Committee as set out above that fall outside of the annual HCO budget must also be reviewed by the HCO Audit Committee.

## **5.7 POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

**5.7.1** The Board of Directors shall exercise the authority and act on behalf of the HCO in all matters subject to these By-laws, any governing legislation and to policy decisions of the General Assembly.

**5.7.2** The Responsibilities of the Board of Directors as vested by the General Assembly are to:

- Ensure the day to day affairs of the HCO are run in accordance with these By-laws and any governing legislation;
- Mandatory availability of financial reports due within 20 working days after each quarter.
- Any expenditures outside of the approved budget presented to the previous GA details must be furnished proactively to the Audit Committee on a monthly basis and all details must be furnished to the next GA.

- Formulate policies consistent with the HCO's purposes and aims;
- Present a budget to the General Assembly to include the cost of maintaining buildings and assets of the HCO
- Review all HCO assets every 2 years and allocate a budget for the replacement or maintenance before the end of the term and have it presented it in the fall GA
- Execute any special resolution or decisions of a General Assembly or Special Meeting;
- Create and/or maintain policies and Policy Manuals to assist in the administration and functions of the HCO;
- Communicate quarterly to the Members on substantial HCO updates including financials
- Carry appropriate Director and Officer Liability Insurance
- Subject to the provisions of any governing legislation, the Board of Directors shall, by a majority vote of those present at a duly constituted meeting of the Board of Directors as per Article 5.8., pass all rules and resolutions necessary for:
  - All matters that relate to the conduct of the business and affairs of the HCO;
  - The management of the property of the HCO;
  - The acceptance and recommendation for replacement of the Clergy, including the creation of an employment contract;
  - The hiring, appointing and dismissal of employees of the HCO but not the creation of new employment positions without the approval of the General Assembly;
  - The setting of fees and dues for the membership or other HCO programs;
  - The acceptance, rejection or suspension of members;

**5.7.3** The Board may propose changes and amendments, from time to time, to the said By-laws, resolutions, rules and regulations, for approval by a General Assembly.

**5.7.4** The Board of Directors has the right to create and dissolve Committees, and set their terms of reference with the exception of Committees of the General Assembly as defined under Article 6.6.

**5.7.5** The Board of Directors may approve, by simple majority vote, any expenditure related to the business of the HCO, not previously included in the current budget of the HCO, based on the following guidelines:

- the BOD will produce a budget for the following fiscal year to be presented and approved at the next GA
- the BOD will only be able to spend against the approved budget only
- if an item on the budget came under budget, the board can't spend the remaining funds or allocate the surplus funds to another item

- the board will be responsible to produce a budget for the next board so when they take office they have all the tools and financial planning to continue operations until they prepare amendments and updates for the next GA, usually May
- this does not include “Operational Requirements or Emergencies” as this will be addressed separately within the By-laws and needs to be better identified for day-to-day expenditures that can’t wait until the next GA or special meeting that could not have been foreseen and presented to the last GA.
- if any operational or emergency expenditure was incurred a detailed report must be furnished for each item and made available at the next GA

**5.7.6** Additional duties, responsibilities and procedures of the Board of Directors are outlined in the Policy Manual for the Board of Directors of the HCO.

## **5.8 MEETING OF THE BOARD OF DIRECTORS**

### **5.8.1 General**

The Directors shall meet regularly at such time and place as they may from time to time determine. Special meetings of the Board shall be held at any time when the President, or a majority of the Board shall deem it necessary, and the Secretary, by the direction of the President, or the majority of the Board, shall convene a special meeting of Directors.

The approved minutes of the meetings of the Board of Directors shall be signed by the Secretary and the President.

### **5.8.2 Notice**

Notice of any meeting of Board of Directors may be called by the President or Secretary and shall include the agenda for the meeting and be communicated to each director not less than ten (10) days, exclusive of the day on which notice is given, before the meeting is to take place.

### **5.8.3 Quorum**

Excluding ex officio members, at least two-thirds (2/3) of the BOD shall be present in order to form a quorum at any Directors' meeting. No business shall be transacted at any meeting unless a requisite quorum shall be present at the commencement of such business and the quorum is maintained throughout the meeting. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of equality of votes, the Chairperson of the meeting shall cast the deciding vote.

### **5.8.4 Chairperson at Meeting of Directors**

The President of the Corporation or, in his/her absence the First Vice-President, or in his/her absence the Second Vice-President, shall preside as chairperson of every meeting of Board of Directors. If at any meeting neither the President nor the Vice-President(s) are present within fifteen (15) minutes after the time appointed for holding the meeting, or if each of them shall indicate that he/she is not willing to act as chairperson, the remaining members of the Board of Directors may choose any one of their number by majority vote to be chairperson.

## **5.9 EXECUTION OF CONTRACTS**

**5.9.1** Contracts, documents or other such instruments in writing requiring the signature of the HCO are to be signed by the contract manager as designated pursuant to the HCO HR Policy.

In addition the BOD may appoint from time to time a director(s) to sign contracts.

**5.9.2** The Corporate Seal may, when required, be affixed to contracts, documents or instruments in writing as aforesaid, by any officer or person appointed by resolution of the Board of Directors.

## **5.10 LIMITATION OF LIABILITY AND INDEMNITY OF THE BOARD OF DIRECTORS**

### **5.10.1 Limitation of Liability**

Except as otherwise provided in the Act, no individual referred to in Section 5.10.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **5.10.2 Indemnity**

**5.10.2.1** Subject to the Act, the Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation or other entity if:

**5.10.2.1.1.** he or she acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; and

**5.10.2.1.2.** in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

**5.10.2.2** The right to indemnity provided in this Section 5.10.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 5.10.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 5.10.2.1. The Corporation will also indemnify the persons listed in Section 5.10.2.1 in any other circumstances that the Act permits or requires. Nothing in this By-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### **5.10.3 Insurance**

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any individual referred to in Section 5.10.2.1 against any liabilities and in any amounts as the Board may determine and as are permitted by the Act.

**5.10.4** A Board of Directors member may be removed from the Board of Directors if he/she is unable or refuses to fulfill his/her duties as outlined under the Act or these By-Laws or any policy, or is absent without the Board of Directors' approval for more than three (3) consecutive meetings or 50% of the meetings within a calendar year of the Board of Directors.

**5.10.5** Where in the opinion of two-thirds (2/3) of the Board the Directors, as determined by a vote of the Directors by secret ballot, any Director has failed to fulfill his/her duties, the Director may be asked to resign from the Board. Failing which, the Board of Directors may remove the Director from the Board of Directors.

## **5.11 DISQUALIFICATION OF DIRECTORS**

**5.11.1** Directors of the Board of the HCO shall cease to be directors in the following circumstances:

- When the director has submitted his/her resignation in writing to the Board of Directors;
- When the Nominating and Elections Committee, within 30 days after an election, discovers that a Member elected to the Board of Governors does not meet all of the requirements and/or qualifications to be a Member or a Director;
- If the Director is found to be incompetent and becomes of unsound mind;
- If, by language, conduct or other behaviour the Director is found to be acting inconsistently with the principals and objectives of the HCO, these By-Laws, or with the legal, statutory or common law obligations of the Director; or
- If the Director has been found guilty of an offence under the Criminal Code of Canada or an offence under the Controlled Drugs and Substances Act or if the Director is or becomes bankrupt or the subject of bankruptcy proceedings.

**5.11.2** The disqualification of a Director shall not be valid unless it is approved by a vote of at least two-thirds (2/3) of the members of the Board of Directors, voting by secret ballot, called at a special meeting to determine whether or not a Director ought to be disqualified.

## **5.12 BOARD OF DIRECTORS - GENERAL**

The Directors of the Corporation:

- shall serve without remuneration or compensation;
- shall not seek or receive directly or indirectly any financial or other benefit from their position as a Director;
- may be reimbursed for authorized expenses incurred by them in the performance of their duties and approved by the Board of Directors and without the budget approved by the General Assembly;
- shall not use their position to their advantage, or to the advantage of family member or related party, when they are carrying out business related to the affairs of the Corporation;
- shall be required to obtain a clear police check/verification from the City of Ottawa Police Department

## **6 - COMMITTEES**

### **6.1 GENERAL**

Committees may be formed by either a General Assembly or the Board of Directors, hereafter referred to as the "Forming Body". Notwithstanding this, all committees are subject to the overriding authority of the Board of Directors, which assumes responsibility for the actions of Committees with the exception of Committees of the General Assembly as defined under Article 6.6.

- The By-laws of the HCO identify committees that must exist as part of the fulfillment of the obligations of the Board of Directors and of the General Assembly as well as suggest changes.
- The Policy Manual for Committees (as approved by the General Assembly and as it may be amended from time to time) of the HCO identifies suggested Committees that from time to time may be created, as the need and expertise allow.

## **6.2 DUTIES AND RESPONSIBILITIES OF COMMITTEES**

**6.2.1** All committees created by a Forming Body shall conduct its mandate in a manner that is consistent with the authority granted by the Board of Directors and/or the General Assembly.

## **6.3 QUORUM OF COMMITTEES**

**6.3.1** The presence of a majority of the members of any of the Committees constitutes a quorum at a meeting of the Committee.

## **6.4 FORMATION AND DISSOLUTION OF COMMITTEES AND COMMITTEE CHAIRPERSONS**

### **6.4.1 Committees of the General Assembly**

**6.4.1.1** From time to time a General Assembly may create or dissolve ad-hoc committees with specific mandates and terms of reference. The General Assembly may elect the members and chair of these committees, or direct the Board of Directors to do so.

**6.4.1.2** It is the responsibility of the Board of Directors to ensure that these ad-hoc committees fulfill their mandate and terms of reference consistent with these By-laws or as directed by the General Assembly. Every ad-hoc committee shall be required to provide a report to the General Assembly, and all ad-hoc committees must report to the Board of Directors, or, if specifically required in the mandate of an ad-hoc committee, to the General Assembly.

### **6.4.2 Committees of the Board of Directors**

**6.4.2.1** From time to time the Board of Directors may create ad-hoc committees with specific mandates and terms of reference. The Board of Directors will appoint the members and chair of these committees or determine specific procedures for their composition and organization.

**6.4.2.2** It is the responsibility of the Board of Directors to ensure that these ad-hoc committees fulfill their mandate and terms of reference consistent with these Bylaws and direction of the Board of Directors and report to the General Assembly if instructed to do so by the Board of Directors.

## **6.5 CHANGES TO AD-HOC COMMITTEES**

**6.5.1** The Board of Directors may, in their sole and absolute discretion, appoint additional persons, either from the Board of Directors or from the membership at large to serve on any ad-hoc committee with exception of the Committees excepted by the General Assembly.

## **6.6 STANDING COMMITTEES OF THE GENERAL ASSEMBLY**

### **6.6.1 Nominating and Elections Committee**

**6.6.1.1** The Nominating and Elections Committee shall be a standing committee consisting of three to five (3 to 5) Members of the HCO in good standing, who are not members of the current Board of Directors and who shall relinquish the right to run for office on the Board of Directors while they serve on the Nominating and Election Committee.

**6.6.1.2** The Nominating and Elections Committee shall be elected for a two-year term at the Fall General Meeting.

**6.6.1.3** The mandate of the Committee is to consider and evaluate all potential candidates for the Board of Directors and shall concern itself with the selection of those persons who meet the qualifications for Directors set out in the articles herein and who are most likely to advance the objectives of the HCO. In addition, the Committee shall conduct the elections for the HCO Board of Directors as well as monitor the election of the Executive Officers from among the members of the Board of Directors.

**6.6.1.4** The Nominating and Elections Committee shall perform its duties consistent with the Terms of Reference as defined and set out in the Policy Manual for HCO Committees.

### **6.6.2 Audit Committee**

**6.6.2.1** The Audit Committee shall be a standing committee consisting of at least three to five (3 to 5) members of the HCO in good standing, who are not members of the current Board of Directors.

**6.6.2.2** The Audit Committee shall be elected for a two-year term at the Spring General Meeting.

**6.6.2.3** The mandate of the Audit Committee working with the HCO's accountants is to verify and ensure that all funds received and paid by the HCO are properly collected and expended in accordance with the By-laws of the HCO, pursuant to decisions taken at the General Assembly or by the Board of Directors and sound audit procedures and accordingly to generally accepted accounting procedures.

**6.6.2.4** The Audit Committee shall perform its duties consistent with the Terms of Reference as defined and set out in the Policy Manual for HCO Committees.

**6.6.2.5** In addition to its mandated duties, the Audit Committee shall also be required to receive and review any expenditures made by the Board of Directors, at the direction of the Board of Directors or by any Committee or any individual member of the Executive Committee or Board of Directors that has either not been authorized under the budget of the General Assembly or exceeds an amount approved within the budget of the General Assembly.

### **6.6.3 By Laws Committee**

**6.6.3.1** The By-Laws Committee shall be a standing committee consisting of at least three to five (3 to 5) members of the HCO in good standing, who are not members of the current Board of Directors.

**6.6.3.2** The By Laws Committee shall be elected for a three-year term at the Spring General Meeting.

**6.6.3.3** The mandate of the by-laws Committee is to generate suggestions or receive suggestions and input from the Membership relating to the by-laws, policies and operations of the HCO for review and make recommendations to the Board of Directors and the General Assembly with respect to same. In addition, the by-laws Committee serves as a resource to the Board of Directors in interpreting by-laws and determining if actions taken are consistent with the by-laws of the HCO.



**6.6.3.4** The By-laws Committee shall perform its duties consistent with the Terms of Reference set out in the Policy Manual for HCO Committees.

**6.7** The standing committees of the General Assembly shall table their reports, findings, and recommendations to the Board of Directors in camera prior to directly addressing the General Assembly or making the contents of their reports, findings and recommendations public.

## **6.8 STANDING COMMITTEES OF THE BOARD OF DIRECTORS**

### **6.8.1 Church Committee**

**6.8.1.1** The Church Committee shall be a standing committee consisting of at least three (3) Members of the community in good standing and the HCO community Priest.

**6.8.1.2** The Church Committee shall be appointed by the Board of Directors for a specified term, not to exceed the term of the Board of Directors.

**6.8.1.3** The mandate of the Church Committee is to help with the operation of the Church and provide assistance to the Priest who shall have an advisory role on the Church Committee by virtue of his position.

**6.8.1.4** The Church Committee shall perform its duties consistent with the Terms of Reference set out in the Policy Manual for HCO Committees.

### **6.8.2 Membership Committee**

**6.8.2.1** The Membership Committee shall be a standing committee consisting of at least three (3) Members of the community in good standing.

**6.8.2.2** The Membership Committee shall be appointed by the Board of Directors for a specified term, not to exceed the term of the Board of Directors.

**6.8.2.3** The mandate of the Membership Committee is to manage the solicitation of new Members and renewal of memberships.

**6.8.2.4** The Membership Committee shall perform its duties consistent with the Terms of Reference set out in the Policy Manual for HCO Committees.

### **6.8.3 Executive Committee**

**6.8.3.1** The Executive Committee shall be a standing committee consisting of the President, First Vice President, Second Vice President, Treasurer and Secretary of the Board of Directors.

**6.8.3.2** The mandate of the Executive Committee is to manage the day to day affairs of the HCO that arise between meetings of the Board of Directors, develop the agenda for meetings of the Board of Directors, represent the HCO in public, sign contracts, documents, or instruments in writing that require signature as defined by their respective duties and responsibilities defined in Article 5.6, and generally in compliance with such rates as set out in the Act.

**6.8.3.3** The Executive Committee cannot make decisions and present them to the rest of the Board for approval, outside of direct operations, emergencies and of the approved by the GA budget,

**6.8.3.4** The Executive Committee shall perform its duties consistent with the Terms of Reference set out in the Policy Manual for HCO Committees.

## **7 - GENERAL ASSEMBLIES OF THE CORPORATION**

### **7.1 CALLING GENERAL ASSEMBLIES**

**7.1.1** From time to time the Members of the HCO will meet as a General Assembly, in accordance with the Act, at a designated place within the City of Ottawa, for the purpose of dealing with matters related to the HCO. It is the responsibility of the Board of Directors to call at least two General Assemblies in each calendar year.

**7.1.2** The first such meeting shall be held within the first half of the calendar year and be referred to as the Spring General Assembly and the second such meeting shall be held within the last quarter of the calendar year and be referred to as the Annual Meeting.

**7.1.3** In addition, the Board of Directors may, if it considers a matter of sufficient importance, call a Special General Assembly of the members for the purpose of considering that matter.

**7.1.4** Any Member may request that a General Assembly be arranged, provided that the Member must submit, in addition to the request for the General Assembly, a petition in the prescribed form (the requirements for such prescribed form being described in the HCO Policy Manual for General Assemblies) and hereinafter referred to as "General Assembly Petition". The petition must be signed by the number of Members in Good Standing that would be required to establish a quorum at a General Assembly as set out in Section 7.5 herein or as such number may be varied by the HCO in accordance with these by-laws and the Act. Notice of the General Assembly shall be provided to all Members and the General Assembly and such notice shall be delivered within 6 weeks of the delivery of the General Assembly Petition.

- Upon receipt of a General Assembly Petition, the Board of Directors shall review the name and signature of each signatory and shall confirm that each signatory is a Member in good standing as defined by the HCO By-Laws Section 4 within two weeks of receipt of the General Assembly Petition.

### **7.2 NOTICE OF GENERAL ASSEMBLIES**

**7.2.1** A notice stating the day, hour, and place of meeting and including an agenda with the topics to be discussed at the General Assembly (and if necessary, voted on) shall be served either personally or by mail or electronic means to each Member at their last known address (or email address if by electronic means) and posted at the HCO premises and on the HCO website at least 4 weeks prior to the proposed date of the General Assembly.

**7.2.2** The Board of Directors shall not be required to verify that Members receiving notice as set out above have received notice of a General Assembly and delivery of notice as set out above shall be presumed to have occurred.

### **7.3 CHAIRPERSON AND SECRETARY AT GENERAL ASSEMBLIES**

**7.3.1** A Chairperson, Vice Chairperson and Secretary will be elected at the Annual Meeting in any year where the Board of Directors is elected. The elected individuals to preside as Chairperson, Vice Chairperson and Secretary as set out above shall preside in their positions for all meetings in the subsequent two (2) calendar years.

**7.3.2** At any duly called General Assembly, the Chairperson shall conduct the meeting in accordance with the By-Laws including Article 7.4 and consistent with the HCO Policy Manual for General

Assemblies and where the By-Laws and the HCO Policy Manual for General Assembly are silent, in accordance with the Act.

**7.3.3** The Chairperson of the General Assembly will preside over the General Assembly meetings and will endeavor to distribute the minutes of the General Assembly to the Members within forty-five (45) days or a reasonable period of time afterwards.

**7.3.4** Should the Chairperson be unable or unwilling to conduct a duly called General Assembly, the President of the HCO may request that the Vice Chairperson conduct the meeting in accordance with the By-Laws herein and consistent with the HCO Policy Manual for General Assemblies and where the By-Laws and the HCO Policy Manual for General Assembly are silent, in accordance with the Act.

**7.3.5** Should no Chairperson or Secretary be elected for the two years term, as described above, or one or all of the elected individuals is unable to fulfill their duties, then the Members will elect a replacement or replacements at the time of each duly called General Assembly.

## **7.4 CONDUCT OF GENERAL ASSEMBLIES**

**7.4.1** Meetings will be conducted in accordance with the HCO By-Laws and the Act.

**7.4.2** A Member may speak in either the English or the Greek language at a General Assembly. However, all official minutes shall be recorded in the English language, and English will be the official and binding text for all of the business conducted at General Assemblies of the HCO.

**7.4.3** In addition to issues or items on the agenda for a General Assembly, the General Assembly may choose to remove any Director on the Board of Directors in accordance with the Act. Replacement Directors may also be elected at a General Assembly, in accordance with the Act.

**7.4.4** The Chartered Accountant of the Corporation should be provided with the opportunity to address the General Assembly on the nature of their engagement and to provide a report to the General Assembly on the finances of the Corporation.

## **7.5 QUORUM AT GENERAL ASSEMBLIES**

### **7.5.1 Non-Property Related Matters**

**7.5.1.1** The presence in person of at least seventy-five (75) Members eligible to vote shall constitute a quorum at any meeting excluding:

- matters pertaining to the sale, transfer, mortgage of any part of the property of the HCO;
- expansion or modification of existing real property of the HCO;
- purchase or lease of new property by the HCO;
- any mortgage transaction involving property of the HCO;
- By-Law amendments.

**7.5.1.2** If quorum is not established at a General Assembly but when at least fifty (50) voting Members are present at the General Assembly, then the General Assembly may proceed as if quorum was established and may conduct votes and take decisions on any of the business of the Corporation with the exceptions of the exclusions identified in 7.5.1 and 7.6.

Where decisions are made at such a General Assembly, within one week following this meeting, the Secretary of the Board of Directors shall notify all HCO voting Members by regular mail or by electronic means of decisions made based upon voting at such General Assembly and ask all voting Members to ratify such decisions by mail or electronic e-mail. Their response should reach the Secretary of the Board of Directors within twenty-one (21) days from the date of mailing/notice.

A non-response by a voting Member shall be considered acceptance of the decisions taken, however, if by majority vote of the voting Members of the HCO the Membership does not ratify the decisions taken at such a General Assembly, then a new General Assembly will be called within twenty-one (21) days of the counting of all votes.

**7.5.1.3** No General Assembly shall be conducted with less than fifty (50) Members.

**7.5.1.4** Proxies and proxy voting shall be permitted at a General Assembly, provided that all proxies will be verified prior to being counted in any vote and the process for the creation, use and validation of proxies shall be governed by the relevant provisions of the Act. Only Members in Good Standing shall be eligible to provide a proxy for use at a General Assembly or otherwise.

## **7.5.2 QUORUM AT GENERAL ASSEMBLIES - PROPERTY RELATED MATTERS**

**7.5.2.1** For matters related to property and specifically excluded in 7.5.1 the presence of at least one hundred (100) Members eligible to vote shall be necessary to constitute a quorum.

**7.5.2.2** Failure to achieve quorum under this article, does not mean that other agenda items cannot be addressed under Article 7.5.2.

## **7.5.3 QUORUM AT GENERAL ASSEMBLIES - BY-LAW AMENDMENTS**

**7.5.3.1** For matters related to By Law amendments and specifically excluded in 7.5.1 the presence of at least one hundred (100) Members eligible to vote shall be necessary to constitute a quorum. If there is no quorum Article 7.6.5 applies.

**7.5.3.2** Failure to achieve quorum under this article, does not mean that other agenda items cannot be addressed under Article 7.5.1.2.

## **7.5.4 LOSS OF QUORUM**

The required quorum for any General Assembly or Special General Assembly must be met at the beginning of the meeting but is not required for each successive agenda item throughout the meeting.

## **7.6 VOTING MAJORITIES**

**7.6.1** Each Member present at the meeting and entitled to vote shall have one vote.

**7.6.2** Any Member shall have the right to exercise any proxy they have in their possession. Proxies are administered by the Secretary of the Board of Directors. Every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxy holder.

**7.6.3** Except as herein provided in Articles 7.6.4 and 7.6.5, every issue submitted to a meeting shall be decided by a majority of votes as cast by eligible Members.

**7.6.4** Except as herein provided in Article 7.5.2, where it is being proposed that any part of the real or leasehold property of the Corporation is to be sold, transferred or mortgaged, or new property purchased

or leased, or existing property modified or expanded, or issued as security in a mortgage transaction, the Board of Directors shall prepare a recommendation approved by not less than two-thirds (2/3) of its Directors at a Board of Directors meeting and then presented for approval by a vote of not less than two-thirds (2/3) majority of those Members present at a General Assembly, including proxies, and having achieved quorum as per Article 7.5.2.1.

**7.6.5** The HCO By-Laws may be amended, repealed or re-enacted by way of resolution passed and confirmed by a vote of not less than two-thirds (2/3) majority including proxies at a General Assembly duly called and having achieved quorum as per Article 7.5.3. If fewer than one hundred (100) but not less than fifty (50) registered members are present during such General Assembly, then the General Assembly may vote on agenda items.

Where decisions are made at such a General Assembly, within one week following this meeting, the Secretary of the Board of Directors shall notify the voting Members by regular mail or by electronic means of decisions made based upon voting at such General Assembly and ask all voting Members to ratify such decisions by mail or electronic e-mail. Their response should reach the Secretary of the Board of Directors within twenty-one (21) days from the date of mailing/notice.

A non-response by a voting Member shall be considered acceptance of the decisions taken, however, if by majority vote of the voting Members the Membership does not ratify the decisions taken at such a General Assembly, then a new General Assembly will be called within twenty-one (21) days.

**7.6.6** At any meeting, the Chairperson must announce that a resolution has been carried or carried unanimously or by a particular majority based on the number of votes recorded in favour of or against the motion.

## **7.7 ADJOURNMENT**

The Chairperson, may for the benefit of the General Assembly, request a motion to adjourn the meeting.

## **8 - GENERAL ELECTIONS OF THE BOARD OF DIRECTORS**

### **8.1 TIMING OF ELECTIONS**

General elections are to be held every two (2) years between October 1st and November 30th after the Fall General Meeting. The date shall be set by resolution of the Board of Directors two (2) months in advance of the proposed election. The activities leading up to the election and the election itself shall be administrated by the Nominating and Elections Committee in accordance with these by-laws and the Act.

### **8.2 TERM OF OFFICE OF THE BOARD OF DIRECTORS**

**8.2.1** Each elected Director shall hold office for a term not exceeding two (2) years commencing January 1<sup>st</sup> in the year following a general election or the earliest that a newly elected Board of Directors may assume duties as defined by a General Assembly and as per Article 5.7. The term of an elected Director shall end on December 31 in the year of a general election.

**8.2.2** No Director shall be permitted to serve more than 3 consecutive terms as a Director. For the purposes of this provision, a partial or incomplete term shall be deemed to be a full term. A past Director shall be permitted to serve as a Director following at least one full term in which he or she did not serve as a Director.

### **8.3 ELIGIBILITY FOR ELECTION TO THE BOARD OF DIRECTORS**

**8.3.1** In order to be eligible for election to the Board of Directors, a candidate must have the following qualifications:

- be a Member in Good Standing as defined in Articles 4.3;
- resident of the City of Ottawa or surrounding region for a continuous period of two years;
- be a Canadian citizen or permanent resident;
- he/she must be of Hellenic descent or married to a person of Hellenic descent;
- be a person of the Greek Orthodox faith and abide by its teachings;
- not have a criminal record;
- if he or she has been a Director previously, has not have served on the three (3) previous consecutive terms of the Boards of Directors;

## **8.4 NOMINATIONS**

**8.4.1** Nominations to the Board of Directors may be submitted to the Nominating and Elections Committee by Noon (12:00 p.m.) at the HCO Office to be stamped and noted as received 10 (ten) business days prior to the date established for the election. All nominations should be in writing on a form designed for this purpose by the Nominating and Elections Committee and available from the HCO office no less than 30 days prior to the date established for the election. The Nominating and Elections Committee may actively solicit nominees.

**8.4.2** All nominees must be Members of the HCO eligible to serve on the Board of Directors as defined in Article 8.3 and be sponsored by not less than five (5) other Members in Good Standing.

**8.4.3** It is the responsibility of the Nominating and Elections Committee to verify the eligibility of all candidates and their sponsors.

## **8.5 POSTING OF NOMINATIONS**

**8.5.1** No later than seven (7) days prior to the date fixed for election by resolution of the Board of Directors, the Nominating and Elections Committee shall cause to be published on the bulletin board and website of the HCO, and any other relevant media, the names of the candidates for the Board of Directors submitted.

## **8.6 ELECTION BY ACCLAMATION**

**8.6.1** Should the number of nominees for the Board of Directors be eleven (11) to fifteen (15), these nominees will be declared elected by acclamation.

**8.6.2** If fewer than eleven (11) candidates are available, the Nominating and Elections Committee shall postpone the elections for a maximum of twenty-one (21) days and seek additional candidates.

## **8.7 ELECTIONS BY VOTING**

**8.7.1** In the event that there are more nominees than positions available on the Board of Directors, then elections will take place.

**8.7.2** On the date fixed for the election, Members of the HCO entitled to vote will do so at the place and time designated by the Nominating and Elections Committee.

**8.7.3** The Nominating and Elections Committee shall ensure that only Members entitled to vote may vote.

**8.7.4** A Member cannot vote in an election for Directors by mail. However, one may vote in advance or by proxy according to the directions established by the Nominating and Elections Committee and in accordance with the Act.

**8.7.5** Voting shall be from Noon (12:00 p.m.) and shall terminate at 5:00 p.m on the date set for the election.

**8.7.6** Voting shall be by secret ballot. Each ballot shall be properly initialed by at least one member of the Nominating and Election Committee.

**8.7.7** The Nominee and Election Committee shall administer the election, including the design and preparation of the ballot to be used for voting purposes.

**8.7.8** Immediately after balloting is closed, the Nominating and Elections Committee shall count the ballots, tabulate and announce the results. The election results showing the number of votes cast for each candidate, shall then be entered in the minute book of the HCO, and shall be signed by each member of the Nominating and Elections Committee.

**8.7.9** Any candidate may have a scrutineer of his/her choice who may be present during the counting of the votes.

## **8.8 QUESTIONING THE VALIDITY OF THE ELECTIONS**

**8.8.1** Any Member in Good Standing may challenge the validity of an election by lodging a written protest with the Nominating and Election Committee within five (5) working days after such election. The protest must be signed by the originating Member and at least four (4) other Members in Good Standing and set out the grounds or basis upon which the Members seek to challenge the validity of the election.

**8.8.2** The Nominating and Election Committee shall investigate the issue and prepare a report with its findings which shall be submitted to the exiting Board of Directors for review.

**8.8.3** Where the basis of any complaint about the conduct or administration of an election includes the questioning of the acts or omissions of the Nominating and Elections Committee, an independent committee consisting of not less than 5 Members in Good Standing shall be appointed by the Board of Directors to review the challenge and the conduct and administration of the election.

## **9 - DISSOLUTION**

**9.1** The Members of the HCO may decide to voluntarily dissolve the Corporation in accordance with the Act.

**9.2** Upon dissolution of the HCO, and after the payment of all debts and liabilities, the remaining assets of the HCO shall be held in trust by the Government of the Province of Ontario as temporary trustee until they are able to turn over the assets of the HCO to a new corporation formed by Ottawa residents of Hellenic descent, for the benefit of their community in accordance with the purposes and aims of the HCO charter and these By-Laws.

**9.3** If Ottawa residents of Hellenic descent fail to form a new corporation, then upon dissolution of the HCO and after the payment of all debts and liabilities, any remaining assets shall be devolved to the Greek Orthodox Metropolis Of Toronto (Canada).