

**INTERNATIONAL COMMITTEE OF THE GERMAN
DEBTS TO GREECE**

CONSTITUTION

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TABLE OF CONTENTS

Article 1.	Definitions and Interpretations
Article 2.	Name and Legal Status
Article 3.	Objects and Purposes
Article 4.	Principles and Values
Article 5.	Ethics and Democratic Practices
Article 6.	Official Languages
Article 7.	Founding Members
Article 8.	Membership
Article 9.	Individual Members
Article 10.	Organization Members
Article 11.	Supporters, Associate and Honorary Members
Article 12.	Rights and Privileges of Members
Article 13.	Membership Dues
Article 14.	Termination of Membership
Article 15.	General Assembly
Article 16.	General Assembly Meetings
Article 17.	Notices to Members
Article 18.	Quorum, Voting and Adjournment
Article 19.	Speaker of the General Assembly
Article 20.	Consultative Council
Article 21.	Board of Directors
Article 22.	Qualifications, Nominations and Elections
Article 23.	Organization and Election of Officers
Article 24.	Functions and Duties of Officers

- Article 25. Board Meetings, Notice, Quorum, Voting
- Article 26. Board Vacancies
- Article 27. Confidentiality and Conflict of Interests
- Article 28. Remuneration and Reimbursement of Expenses
- Article 29. Discipline of Members, Directors, and Officers
- Article 30. Resignation, Removal of Directors, and Vacation of Office.
- Article 31. Protection of Directors and Officers
- Article 32. Chapters
- Article 33. Board Committees
- Article 34. Standing Committees
- Article 35. Business and Financial Affairs of the Corporation
- Article 36. Enactment of and Amendments to the Constitution
- Article 37. Effect of Repeal or Amendment
- Article 38. Repeal of Standard Organizational By-Law
- Article 39. Force and Effect of this Constitution.

CONSTITUTION

BE IT ENACTED as Constitution and general by-law governing the government, management and conduct of the affairs and business of the **INTERNATIONAL COMMITTEE OF THE GERMAN DEBTS TO GREECE ORG.** as follow:

ARTICLE 1. DEFINITIONS AND INTERPRETATIONS

Definitions

Section 1. In this Constitution and any by-law of the Corporation enacted thereafter, unless the context otherwise requires:

"Act" means the *Not-For-Profit Corporations Act 2010 (Ontario)* and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time.

"Annual or Special Meeting" means a meeting of the General Assembly.

"Articles" means the **Certificate of Incorporation and the Articles of Incorporation** issued on January 15, 2024, by the Ministry.

"Chapter" means a chapter established by a by-law under this Constitution.

"Constitution" means this Constitution and includes the provisions of the Articles and any amendments thereto.

"Consultative Council" means the Consultative Council established under this Constitution.

"Corporation" means the **International Committee of the German Debts to Greece Org.** and the **International Committee of the German Debts to Greece**, and it also means the corporation that has passed this Constitution under the Act or that is deemed to have passed this Constitution under the Act.

“Board” means the board of directors of the Corporation.

“Delegate” means an individual member and a representative of a member organization entitled to attend and vote at an annual or special meeting of the General Assembly.

“Director” means an individual serving as member of the Board of the Corporation.

“General Assembly” means the collective membership of the Corporation, as constituted from time to time by its members.

“Member” means individuals and organizations who have been accepted into membership in the Corporation by resolution of the Board in accordance with the provisions of this Constitution.

“Ministry” means the Ministry of Public and Business Service Delivery, Province of Ontario, Canada.

“Officer” means an officer of the Corporation.

“Ontario” means the Province of Ontario, Canada.

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on the resolution.

Division

Section 2. The division of this Constitution into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Constitution.

Interpretation

Section 3. In the interpretation of this Constitution or any by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified herein, words and expressions defined

in the Act have the same meanings when used in the Constitution or any by-law.

ARTICLE 2. NAME AND LEGAL STATUS

Section 1. **The International Committee of the German Debts to Greece Org** is a secular, international and democratic organization established by a **Certificate of Incorporation and Articles of Incorporation** under the authority of the Act dated January 15, 2024, Ontario Corporation Number 1000767898.

Section 2. The Corporation is a social advocacy not-for profit organization created and it exists exclusively for the sole purpose of supporting and advancing its objectives.

Section 3. The Corporation represents its members who have joined together to enhance their strength and collectively advance and promote their interests through collective political action.

ARTICLE 3. OBJECTS AND PURPOSES

Objects

Section 1. The objects of the Corporation are:

The objects of the Corporation are to facilitate through advocacy, civic and political action, research, and education the redress of the Germany's obligations to Greece, including the occupation loans and the reparations, compensations, and the return of the ancient Greek cultural treasures stolen by the Germans during World War II.

Without restricting the generality of the forgoing, the Corporation shall promote, advance, and advocate the following:

1. **Reparations** for the destruction of Greece's infrastructure, as awarded at the Paris Peace Conference in 1946.
2. Repayment of the **Occupation Loans**, which are inalienable, at interest-bearing and overdue, based on international treaties.

3. **Compensation** of victims of war crimes and crimes against humanity, as determined by the Nuremberg Trials.
4. **Repatriation** of illegally extracted antiquities and stolen cultural treasures is based on ethical and legal principles.

Section 2. In furtherance of its objects, the Corporation is mandated to,

- (a) Create and promote public awareness programs and campaigns.
- (b) Organize conferences and public information sessions.
- (c) Conduct research and education programs.
- (d) Publish literature, including books.
- (e) Engage in and pursue any other activity which is consistent with the aims, purposes, objects, and aspirations of the Corporation.

Purposes

Section 2. The Corporation shall execute its activities without pecuniary gain for its members and profits or other accretions to the Corporation shall be used in furtherance of its aims, objects, and purposes.

Section 3. The Corporation is authorized to receive or acquire by grant, gift, purchase, bequest, legacies, donations or otherwise real and personal property of every class and description and to use and apply the same, either as to principal or income, or both, in the carrying out of the objects of the Corporation.

Section 4. The Corporation shall raise funds, either on its own or in cooperation with its members or other organizations whether incorporated or not and apply such funds in the furtherance of its objectives.

Section 5. The Corporation shall make contributions to organizations whether incorporated or not which have objects similar in whole or in part to the objects of the Corporation for the purposes of advancing the mandate and interests of Corporation.

Section 6. No part of the Corporation's funds or property shall be distributed to its members while the Corporation's exists or upon dissolution.

ARTICLE 4. PRINCIPLES AND VALUES

Section 1. The Corporation is a voluntary secular international democratic institution. Its role is to serve the collective interests of its members and advocate justice and redress for the violations of the *Germany* committed against *Greece* during World War II. Democratic values are the foundation of our being. Our commitment to the principles and practices of democratic practices defines who we are and is reflected in our rules, structures, and processes.

Section 2. The Corporation is an open and inclusive organization. An engaged membership is critical to the Corporation's success. Ideas are welcome, discussed and implemented. Member involvement is actively sought and encouraged at all levels of the Corporation. This process enables the Corporation to foster knowledge and understanding of the challenges in our quest for justice, restitution, and redress of the *German Debts to Greece*.

Section 3. The Corporation is open to new members, definition of membership is broad to enable *Greeks* and others from all walks of life to voluntarily join, including their organizations, and this openness ensures that the Corporation reflects and represents a diversity community in Canada and abroad in its quest advancing the Corporation's objectives.

Section 4. The Corporation is committed to good governance, fair representation, clear rules, and practices. The principle of accountability will be apparent in our decision making and actions. And the practices of transparency will be evident in our procedures. The Corporation reporting, financial and otherwise, will be timely and reliable and decision making will be clear and relevant.

ARTICLE 5. ETHICS AND DEMOCRATIC PRACTICES

Democratic Practices

Section 1. The Corporation, its officers, directors, and members, including any affiliates shall be bound by the highest possible standards of ethics, democratic practices, and personal conduct.

Section 2. Democratic practices require the regular convening of meetings of the decision-making bodies of the Corporation. The members are entitled without hindrances to participate freely and openly in governance and debates within the Corporation.

Section 3. All proceedings of the Corporation shall be guided by the concept of fairness, due process, and the principles of natural justice.

Section 4. Discrimination, harassment, or anti-democratic behavior shall not be permitted.

Conflict of Interest

Section 5. The affairs of the Corporation shall not be conducted in any manner which results in personal profit or advantage to any director or officer whether elected or appointed.

Section 6. Any officer or director of the Corporation has the responsibility to disclose any personal interests that they may have regarding a decision they are called upon to participate in or make. It is the duty and responsibility of the officer or director to disclose information related to a potential conflict, which may result in the exclusion of that person from debate and voting or other participation concerning the conflict.

Financial Practices

Section 7. The financial practices of the Corporation and its chapters shall always meet the highest available standard of accounting and reporting. The Corporation shall have clear policies governing the use of funds, including an oversight body for expenditures.

Code of Ethical Conduct

Section 8. The Corporation shall develop, implement, maintain, and enforce a **Code of Ethical Conduct**, which shall include conflict interest, standards, and ethical behavior provisions.

Section 9. The Code shall be developed and adopted by the Board and shall include any amendments made from time to time by the Board.

Section 10. The Code applies to all directors, officers, committee members, chapters, and members of the Corporation.

ARTICLE 6. OFFICIAL LANGUAGES

English, French, Greek

Section 1. Subject to section 5 of this Article, English and French and Greek languages shall be, for all purposes, the official languages of the Corporation and shall be accorded equal status and right, privilege and recognition in their use.

Section 2. Everyone shall have the right to use English, French or Greek languages in any debate and other proceeding whatever of the Corporation.

Section 3. The Constitution, by-laws, regulations, and resolutions of the Corporation may be published in one or all the official languages.

Section 4. Any member of the Corporation has the right to communicate with and receive available services from any office of the Corporation in English, French or Greek language.

Section 5. If a conflict arises between the wording of the English, French and Greek versions of this Constitution, any by-law, regulation, or any publication of the Corporation, the English version, if any, shall govern.

ARTICLE 7. FOUNDING MEMBERS

Section 1. The founding members of the Corporation are Dr. Eleni Savaki, the Canadian Hellenic Congress, the Hellenic Canadian Congress of Ontario, the Dimitris and Maria Delivani Foundation and the Hellenic American National Council.

Section 2. The incorporators mentioned in the Articles of Incorporation are deemed to be founding members of the Corporation.

ARTICLE 8. MEMBERSHIP

General

Section 1. Membership in the Corporation shall consist of the persons named in the Articles of Incorporation, the Founding Members mentioned in section 1 of Article 7, and such other individuals or organizations who are interested in furthering the Corporation's objects and purposes and who have been accepted into the membership in the Corporation by resolution of the Board.

Classes, Criteria and Qualifications of Membership

Section 2. The Corporation shall have two (2) classes of members, namely, individuals, and organizations. Membership of the Corporation shall be open to individuals and organizations provided they meet the criteria and conditions for membership as prescribed by this Constitution.

ARTICLE 9, INDIVIDUAL MEMBERS

Eligibility Criteria for Individuals

Section 1. Any individual who is at least eighteen (18) years of age, a resident of Canada or any other country, does not have a criminal record under the laws of Canada or other country of residence, declares support and adherence for the objects, purposes, mission, vision, and values of the Corporation, pays the prescribed membership fees, is eligible for membership in the Corporation.

Conditions for Continuation of Membership

Section 2. Any individual shall be eligible for continued membership annually and shall continue to be a member of the Corporation in each calendar years provided that:

- (a) it continues to satisfy the requirements of eligibility as set forth by this Article; and
- (b) it remits the prescribed membership fees as the same become due.

ARTICLE 10. ORGANIZATION MEMBERS

Section 1. Any non-for-profit and non-political organization in Canada or any other country whether incorporated or not, and whose aims or purposes bear directly or indirectly, on the aims and purpose of the Corporation is eligible to be a member of the Corporation.

Eligibility Criteria for Organizations

Section 2. An organization who is in full accord with, subscribes to, and agrees with the philosophy and objects of the Corporation may be eligible for membership in the Corporation provided that the organization has existed at least five (5) years prior to the application for membership and pay the annual membership fee.

Conditions for Continuation of Membership

Section 3. An organization shall be eligible for continued membership annually and shall continue to be a member of the Corporation in each calendar years provided that:

- (a) it continues to satisfy the requirements of eligibility as set forth by this Article; and
- (b) it remits the prescribed membership fees as the same become due.

ARTICLE 11. SUPPORTERS, ASSOCIATE AND HONOURARY MEMBERS

SUPPORTERS AND ASSOCIATE MEMBERS

Section 1. Any organization, including business corporations, or individual who is not otherwise eligible to become a member of the Corporation may, upon application to, and approval by the Board become a Supporting Member or Associate Member, as designated by the Board provided that such organization or individual who.

- (a) shares in the commitment to promote, safeguard and advance the work of the Corporation,
- (b) adheres to the objects, purposes, and values of the Corporation, and
- (c) pays the prescribed membership fees.

Honorary Members

Section 2. The Board or the General Assembly may, by resolution passed by at least two-thirds majority vote, name individuals to be honorary members of the Corporation in recognition of their contribution or outstanding service to the Corporation.

Section 3. Supporting, associate and honorary members shall be entitled to all rights and privileges of membership except the right to vote and the right to be elected.

ARTICLE 12. RIGHTS AND PRIVILEGES OF MEMBERS

General Responsibilities

Section 1. All members of the Corporation shall abide and subscribe to the Constitution, by-laws, and other governing documents of the Corporation.

Section 2. Any member in good standing is entitled to receive notice of meetings and other communications, attend, and speak at any meeting of the Corporation in accordance with this Constitution and any by-law, be elected as a delegate or an alternate delegate to any meeting of the General

Assembly, and exercise other rights and privileges granted to members by this Constitution.

A member in good standing

Section 2. A member is in good standing when the member has paid in full his membership fees and the member is not suspended, expelled, or terminated as a member in accordance with the provisions of this Constitution or any by-law.

ARTICLE 13. MEMBERSHIP DUES

Setting Membership Fees

Section 1. The membership fees will be set by the Board from time to time. The Secretary of the Corporation shall notify the members in writing of the membership dues in force and effect and when are payable.

Membership Fees

Section 2. Membership fees shall be payable upon acceptance of an application for membership and shall be due and payable on the first day of each calendar year thereafter. Any member that does not pay its membership fee when due, shall automatically lose all voting privileges until such fee or fees are paid.

Section 3. Where membership fees remain unpaid for more than six (6) months, all membership privileges for the member shall be suspended without notice until such fees and arrears are paid.

Reinstatement of Membership

Section 4. Where a member's membership has been suspended due to failure to pay its membership fees, the member may apply to be reinstated as a member only upon full payment of current and arrears fees and the Board may by two-thirds (2/3) majority vote reinstate the suspended member under such terms and conditions as the Board may determine.

Limitation on the Liability of Members

Section 5. Members shall not, as such, be held answerable or responsible for any act, default, debt, obligation or liability of the Corporation or any engagement, claim, payment, loss, injury, transaction, matter, or thing relating to or connected with the Corporation, unless otherwise provided for by statute.

ARTICLE 14. TERMINATION OF MEMBERSHIP

General

Section 1. A membership in the Corporation is terminated when:

- (a) the member dies or in the case of a member that is an organization, the organization is dissolved,
- (b) a member fails to maintain any qualifications for membership described in this Constitution,
- (c) the member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation, or
- (d) the member is expelled or is otherwise terminated in accordance with this Constitution.

No Transfer of Membership

Section 2. Membership in the Corporation is not transferable. Upon any termination of membership, the rights of a member automatically cease to exist. No right or privilege of any member is transferable to another individual or organization. All rights and privileges cease when the member resigns, dies, or is expelled or suspended in accordance with this Constitution.

Continued Liability for Debts Due

Section 3. Although a member ceases to be a member by reason of resignation, or otherwise, save and except death in the case of an individual or dissolution of an organization, the individual or organization is liable for any debts owing to the Corporation at the date of ceasing to be a member.

ARTICLE 15. GENERAL ASSEMBLY

Composition and Powers

Section 1. The *General Assembly* shall be the legislative body of the Corporation and shall consist of the delegates of the members of the Corporation who are in good standing and entitled to be delegates and such other members or persons, as permitted by this Constitution, and shall exercise such powers and do such acts as conferred to it by this Constitution, Articles, Act, or other statute.

Exercise of Powers and Functions

Section 2. The *General Assembly* shall only exercise its powers and functions through an annual or special Meeting duly called and in accordance with the provisions of this Constitution.

Delegates

Section 3. The *General Assembly* shall be composed of individuals members and two (2) representatives of the member organizations in good standing at the time of the *General Assembly*.

Procedures for Organizations to Select Representatives

Section 4. Each member organization shall select and appoint its representatives to the *General Assembly* in accordance with its own governing instruments and inform the Secretary in accordance with the rules and procedures of the Board.

Directors Deemed Delegates

Section 5. All directors in office at the time of the meeting of the *General Assembly* shall be deemed delegates at the *General Assembly*.

Voting

Section 6. Each delegate attending the *General Assembly* shall be entitled to one vote on every question before the *General Assembly* and the exercise of such vote shall not be assignable by way of proxy or otherwise.

ARTICLE 16. GENERAL ASSEMBLY MEETINGS

Timing of Annual General Meeting

Section 1. There shall be an annual meeting of the Members of the *General Assembly* at such time and place as shall be determined by the Board, being no later than fifteen (15) months following the last annual meeting.

Annual Meetings

Section 2. The annual meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by this Constitution or the Articles.

Section 3. At each annual meeting of the Members the business to be transacted shall be determined by the Board in accordance with this Constitution and the Act.

Section 4. No other business shall be on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the given of notice of the annual meeting in accordance with this Constitution and the Act, so that such item of new business can be included in the notice of the annual meeting.

Urgent or Extraordinary Matters

Section 5. Notwithstanding the provisions of section 4 of this Article, the delegates present at the annual meeting of the *General Assembly* by

unanimous consent may agree to allow any delegate to submit urgent or extraordinary matters to be considered at the annual meeting of the General Assembly.

Special Meetings

Section 6. The Secretary shall call Special Meetings of the General Assembly,

- a. on the written direction of the President, or
- b. by a special resolution of the Board,
- c. on written requisition of the Members pursuant to the Act.

ARTICLE 17. NOTICES TO MEMBERS

Regular Notice

Section 1. A notice shall be sent by the Secretary to the Members in good standing and any other member or person as authorized by this Constitution.

Section 2. Subject to the Act, the notice shall be sent by ordinary mail or electronic or other communication facility to the members in good standing and such notice shall not be less than ten (10) and not more sixty (60) days before the day on which the meeting is to be held.

Section 3. The notice shall specify the time, place, and date when such meeting shall be held, the registration requirements and the nature of business to be transacted.

Section 4. The Board may establish rules and procedures regarding the proper notification and inclusion of business to be brought before the annual meeting of the General Assembly by any delegate.

Special Meeting

Section 6. Notice of any special meeting where special business will be transacted must contain sufficient information to permit the delegates to form a reasoned judgment on the decision to be taken.

Section 7. No business shall be transacted at any special meeting of the General Assembly other than those specified in the notice.

Telephonic, Electronic Means

Section 8 A meeting of the General Assembly may be held entirely by one or more telephonic or electronic means or any combination that of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously during the meeting. A delegate or any other person who, through telephone or electronic means, attends a meeting of the General Assembly is deemed to be present at the meeting.

Section 9. A notice of a meeting of the General Assembly is not required to specify s place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

Section 10. If the person attends a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Service

Section 11. Any notice required to be sent to any member or other person, as required by this Constitution shall be sent by ordinary mail, facsimile, email, or other electronic means to any such member at their latest address as shown in the records of the Corporation, or if no address be given then to the last address of such member or person known to the Secretary.

Waiver of Notice

Section 12. A Member, director and any other person entitled to attend a meeting of the General Assembly may waive notice of a meeting of the General Assembly, any irregularity in a notice of a meeting of the General Assembly, or any irregularity in a meeting of the General Assembly. Such waiver may be waived in any manner and may be given at any time either

before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of the *General Assembly* cures any irregularity in the notice, any default in the giving of the notice and any default in the timelines of the notice.

Persons Entitled to be Present at a General Assembly Meeting

Section 11. The only persons entitled to be present at a meeting of the *General Assembly* are those persons entitled to vote at the meeting, the auditor, and others who, although not entitled to vote, are entitled, or required under any provision of this Constitution or the Act to be present at the meeting. Any other person may be admitted only with the consent of the Board or the Speaker of a meeting or by the unanimous consent of the delegates present who are entitled to vote at the meeting.

Section 12. The Board may by resolution grant permission to associate members or other persons to attend the annual meeting of the *General Assembly*.

Error or Omission in Giving Notice

Section 13. The accidental omission to give notice of any meeting of the *General Assembly* to, or the non-receipt of any notice by, any member or person, or error in any notice not affecting the substance of the substance of the notice, does not invalidate any resolution passed or any action or any proceeding taken at any meeting of the *General Assembly*.

ARTICLE 18. QUORUM, VOTING AND ADJOURNMENT

Quorum

Section 1. A quorum for the transaction of business at any annual or special meetings of the *General Assembly* shall be a majority of the registered delegates to the meeting.

Section 2. If a quorum is present at the opening of any meeting of the *General Assembly*, the delegates present may proceed with the business of the meeting, and meeting's transactions and proceedings are continued provided quorum is maintained throughout of the meeting of the *General Assembly*.

Section 3. If a quorum is not present at the opening of any meeting of the General Assembly, a second meeting will be called by the Secretary within ten (10) days of the date fixed for the first meeting with the same meeting agenda.

Section 4. Where a second meeting has been called under section 3 of this Article, the quorum for the transaction of business shall be no less than ten (10) percent of the registered delegates who are present in person at the meeting and quorum is maintained throughout the meeting.

Manner of Voting

Section 5. Any question at a meeting of the General Assembly shall be decided by a show of hands, unless a ballot or recorded vote on the question is required or demanded. The requirement of demand for a ballot or recorded vote may be made either before or after any vote on the question by show of hands. A ballot or recorded vote will be taken in the manner the presiding officer of the meeting directs. A request for a ballot or recorded vote may be withdrawn at any time prior to taking of the ballot or recorded vote. The result of such a ballot or recorded vote shall be the final decision of the delegates upon the question.

Section 6. Whenever a vote by show of hands is taken on a question, unless a ballot or recorded vote is required or demanded, a declaration by the Speaker of the meeting that a question has been carried or lost and the entry in the minutes shall be conclusive evidence of the fact without proof of the number or proportion in favor of or against the question.

Section 7. Each delegate present at a meeting shall be entitled to one (1) vote on any question arising at the meeting of the General Assembly. Voting by proxy is prohibited.

Votes to Govern

Section 8. Any question at a meeting of the General Assembly shall be decided by a majority of the votes cast on the question, unless the Act, Articles, and this Constitution, any by-law or other applicable law requires otherwise. In case of an equality of votes either when the vote is by a show of hands, or when the vote is by a ballot or recorded vote, the Speaker of the meeting is entitled to a second or casting vote.

Adjournment

Section 9. The Speaker at any meeting of the *General Assembly* may, with the consent of the delegates present and subject to such conditions as the delegates present, decide to adjourn the meeting to another time and place.

Section 10. Where the Speaker upon a demand from a delegate has determined that quorum is not present, and upon determination that quorum is not present, he shall inform the delegates present and adjourn the meeting of the *General Assembly* and all proceedings before the meeting shall end.

Section 11. Any business may be considered and transacted at any adjourned meeting which might have been considered at the original meeting of the *General Assembly*.

ARTICLE 19. SPEAKER OF THE GENERAL ASSEMBLY

Section 1. At each annual or special meetings of the *General Assembly*, the delegates shall elect or appoint a Speaker to preside and conduct the meeting of the *General Assembly*.

Section 2. Subject to an appeal to the meeting, the Speaker shall make rulings of any point of procedure, which may arise and shall interpret this Constitution, by-laws, or regulations.

Section 3. Where a ruling of the Speaker has been appealed to the meeting, the Speaker shall suspend the proceedings and without delay put the question to the vote. The Speaker's ruling stands unless it is overturned by a two thirds (2/3) vote of the delegates present and voting.

Parliamentary Procedure

Section 4. Subject to this Constitution, any by-law, or regulation, the rules of procedure to be used at all meetings of the *General Assembly* shall be **Robert's Rules of Order**.

ARTICLE 20. CONSULTATIVE COUNCIL

Composition

Section 1. There shall be a Consultative Council consisting of the directors and individuals' members and one (1) representative of each member organization, supporters, and associate members, if any, and such other persons as may be determined by the directors.

Role and Aim

Section 2. The Consultative Council shall serve as a platform for dialogue, exchange of information, views, and ideas in the process of formulating policy that aligns with the Corporation's interests and objectives.

Principal Advisor

Section 3. The Consultative Council serves as principal advisor to the e the Board and the General Assembly. It develops recommendations on policies and programs whose aim is to raise awareness and advance the objects and purposes of the Corporation.

Meetings

Section 4. The Consultative Council shall meet quarterly at the call of the Secretary.

Rules and Procedures

Section 5. The Board may, by law, establish rules and procedures relating to the manner of calling of meetings, quorum, and other matters respecting the internal affairs of the Consultative Council.

ARTICLE 21. BOARD OF DIRECTORS

Governance and Management of the Corporation

Section 1. The property, business and affairs of the Corporation shall be administered and managed by the Board.

Section 2. The Board is the executive governing body of the Corporation and is vested with such powers, duties and functions as are necessary to govern, manage and advance the interests of the Corporation as authorized by statute and this Constitution.

Accountability

Section 3. The Board is accountable to the *General Assembly* for its actions and decisions. The Board collectively is responsible for governance and management of the Corporation and has a duty to establish governing policy and to provide direction and leadership for the Corporation. In exercising its governance functions, the Board is guided and considers the mission, vision, values, principles, and the objects under which the Corporation was created.

Section 4. The Board is empowered and may exercise all such other powers and functions and do all such other acts and things as the Corporation is by its Constitution, Articles or otherwise may be authorized to exercise and do under statute.

Powers and Duties

Section 5. The Board has the powers of the Corporation, except as stated in the Act or this Constitution. The Board is empowered to:

- a. Promote the objects, aims, purposes and values of the Corporation,
- b. Govern between meetings of the *General Assembly*,
- c. Put into effect the decisions of the *General Assembly*,
- d. Make policies, rules and regulations for the governance and management of the Corporation,
- e. Elect or appoint the officers of the Corporation,
- f. Enact such by-laws and pass such resolutions as are required to conduct its mandate, and
- g. Undertake and conduct all necessary actions that represent, advance, and promote the interests of the Corporation.

Composition

Section 5. The Board shall consist of the ten (10) elected persons by and from the delegates of the *General Assembly*.

Section 6. The failure to elect the requisite number of persons to the Board as specified by section 5 of this Article, does not invalidate the composition of the Board, or impair the power of the Board and so long as quorum remains in the office, the Board may exercise all the powers conferred upon it.

ARTICLE 22. QUALIFICATIONS, NOMINATIONS AND ELECTIONS

Qualifications and Nominations

Section 1. Every delegate is qualified to be nominated, elected, or appointed and to hold office as a member of the Board if he:

- a. is at least eighteen (18) years of age; and
- b. is not disqualified by the provisions of the Act, Constitution, or any by-law from holding office.

Section 2. No person is qualified to be nominated, elected, appointed, or remain a member of the Board or sit or vote therein who is, or becomes:

- a. found to be a mentally incompetent person or incapable of managing property under the laws of Canada or any other country,
- b. an undischarged bankrupt under the laws of Ontario or any other country, or
- c. convicted of a criminal offense under the laws of Canada or any other country.

Election and Term of Directors

Section 3. The directors shall be elected to hold office for a term of three (3) years from the date of the election and shall continue to serve until their successors are elected or appointed.

Re-Election

Section 4. A director whose term has expired shall be eligible for re-election if he is otherwise qualified to hold office.

Secret Ballot

Section 5. The election of directors shall be by a secret ballot.

Election Rules and Regulations

Section 6. The Board, by resolution, prescribe the manner of nominations and of holding elections, including the forms to be used, the method of voting and such rules and procedures pertaining thereto, so long as to ensure the fair and proper conduct of nominations and elections.

ARTICLE 23. ORGANIZATION AND ELECTION OF OFFICERS

Organization and Election of Officers

Section 1. Forthwith upon the election of the members of the Board, the Board shall meet and elect from amongst its members the following officers:

- a. Chair,
- b. President,
- c. Vice-President,
- d. Secretary,
- e. Treasurer, and

any other officer as the Board deems necessary and appropriate to fulfil its mandate.

Multiple Offices, Additional duties, new officers

Section 2. The Board in its sole discretion may

- a. elect or appoint a director to hold two or more offices,
- b. transfer or assign duties and functions or add new duties to officers and vary the title to reflect their additional functions,

- c. and create new offices, elect, or appoint new officers and prescribed their title, duties, functions, and mandate.

Removal of Officer

Section 3. Officers serve at the sole discretion of the Board. Any officer shall cease to hold office upon resolution of the Board. Unless so removed, an officer shall hold office until earlier of the officer's successor is elected or appointed as provided in section 4 of this Article.

Vacancies

Section 4. When an officer is removed by the Board, resigns, or dies in office, the Board shall appoint or elect another director to fill the vacancy.

Section 5. A director appointed or elected to fill the vacancy shall hold office for the unexpired term of his predecessor.

Term of Officers

Section 6. The officers elected or appointed under this Article shall hold office for the term of the Board or until their successors are elected or appointed in accordance with the provisions of this Constitution, and may be re-elected or re-appointed, if eligible, for one or more terms.

ARTICLE 24. FUNCTIONS AND DUTIES OF OFFICERS

General

Section 1. The officers of the Corporation shall be those persons elected or appointed under Article 23 of this Constitution. No person shall be an officer of the Corporation unless he is a member of the Board.

Powers and Duties

Section 3. Unless the Board, by special resolution, determines otherwise, an officer has all the powers and authority that are incidental to his office. An officer will have such other powers, authority, functions, and duties that

are prescribed by this Constitution, or delegated, from time to time, by the Board. The Board may, from time to time, vary, add to, or limit the powers and duties of any officer.

Chair

Presiding Officer

Section 4. The Chair, when present, shall preside as presiding officer at all meetings of the Board. The functions of the Chair shall be that of managing the agenda of the Board meetings and ensuring the rules and procedures of respecting voting, quorum and decorum are followed during the Board proceedings as prescribed by the Constitution and the Act.

Section 5. In the absence of the Chair, the directors present shall choose a director to function as the chair of the meeting.

President

Chief Executive Officer and Representative

Section 6. The President shall be the Chief Executive Officer, official representative, and spokesperson of the Corporation.

Manage and Supervise

Section 7. The President shall have general powers and duties of supervision of the Corporation and including but not limited to, direct, supervise and manage the affairs, activities, and work of the Corporation.

Section 8. The President shall ensure that all orders and resolutions of the Board and the General Assembly are carried into effect, and that the President and the Secretary, or other officer appointed by the Board shall sign all by-laws and other documents requiring the signature of the officers of the Corporation.

Ex-Officio

Section 9. The President shall be ex-officio voting member of any Corporation or other body established by the Corporation.

Annual Report

Section 10. The President shall prepare and submit to the members of the Board and the General Assembly an annual report on the affairs, activities, and work of the Corporation.

Vice-President

Deputy President and Deputy Chief Executive Officer

Section 11. The Executive Vice-President shall be the deputy president and deputy chief executive officer of the Corporation and shall assist the President in the exercise of his duties.

Acting President

Section 12. If the President is absent for any reason or the President's office is vacant, the Vice-President shall function as such and have the powers, functions, and duties of the President.

Secretary

Chief Administrative Officer

Section 13. The Secretary shall be the chief administrative officer of the Corporation and shall coordinate and supervise all matters relating to the administration, internal affairs, and operations of the Corporation.

Custodian of Documents

Section 14. The Secretary, shall be:

- a. the custodian of all documents of the Corporation,
- b. responsible for issuing notices and other documents as provided by this Constitution or required by to be issued by Board, and
- c. responsible for recording the proceedings and decisions of the General Assembly and the Board.

Annual Report

Section 15. The Secretary shall prepare and submit to the members of the Board and the General Assembly an annual report on the internal affairs and operations, and membership matters, any, of the Corporation.

Treasurer

Chief Financial Officer

Section 16. Treasurer, shall be the chief financial officer and be responsible for the financial administration and management of the Corporation and, without restricting the generality of the foregoing, the Treasurer, shall:

- a. maintain proper records of all receipts and expenses,
- b. open an account or accounts in the name of the Corporation at a financial institution approved by the Board,
- c. ensure that all monies are deposited in the accounts of the Corporation,
- d. ensure that all payments for expenses are made from those accounts and in accordance with the policies and directions of the Board,
- e. prepare a financial plan and an operating budget in accordance with the directions of the Board,
- f. prepare and submit monthly financial statements to the President and the Board, and
- g. compile, as instructed by the President or the Board, financial statements and reports relating to the financial affairs of the Corporation.

Financial Report

Section 17. The Treasurer shall prepare and submit to the members of the Board and the General Assembly a financial report for the previous fiscal year of the Corporation.

Delegation of Functions

Section 18. Subject to the approval of the Board, the Secretary and Treasurer may delegate, in writing, any of his functions or duties to any member of the Board or to employees of the Corporation.

ARTICLE 25. BOARD MEETINGS, NOTICE, QUORUM, VOTING

Calling of Meetings

Section 1. Meetings of the directors may be called by the Chair, president or any two directors at any time and any place on notice as required by section 2 of this Constitution.

Regular Meetings

Section 2. The directors may establish regular meetings of the Board. Any resolution establishing such meetings will specify the date, times, places, agenda, and the method of participation of the regular meetings. A copy of this resolution will be sent to each director. No other notice shall be required for any such meetings.

Notice of Meetings

Section 2. Notice of the time and place for holding a meeting of the Board shall be given to every director not less than seven (7) days before the date that meeting is to be held.

Section 3. Notice of a directors' meeting is not necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

Section 4. If a quorum of directors is present, each newly elected or appointed Board may, without notice, hold its first organizational meeting immediately following the annual meeting of the Corporation that elected or appointed the members of the Board.

Participation by Telephonic, Electronic Means

Section 5. A meeting of the directors may be held entirely by one or more telephonic or electronic means or any combination that of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other

simultaneously and instantaneously during the meeting. A director or any other person who, through telephone or electronic means, attends a meeting of the directors is deemed for the purposes of the Act to be present at the meeting.

Section 6. Any notice of a meeting of directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

Section 7. If the directors attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Waiver of Notice

Section 8. A director may waive notice of a meeting of the directors. Any irregularity in a notice of meeting of councilors or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timelines of the notice.

Errors or Omissions

Section 9. The accidental omission to give notice of any meeting of the directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Quorum

Section 10. A quorum for the transaction of business at a meeting of the Board shall be a majority of the sitting members of the Board. Notwithstanding any vacancy among the directors, a quorum of the directors may exercise all the powers of the directors.

Voting

Section 10. Each director has one vote. Questions arising at any Board meeting shall be decided by majority of votes unless otherwise specified in this Constitution. In case of an equality of votes, the Chair of the meeting is entitled to a second or casting vote. Proxy voting is prohibited.

ARTICLE 26. BOARD VACANCIES

Vacancies

Section 1. The office of a director shall be vacated immediately:

- (a) if the director resigns by written notice to the Secretary, which resignation or shall be effective at the it is received by the Secretary or at the time specified in the notice, whichever is later,
- (b) if the director dies or becomes bankrupt,
- (c) if the director is found by a court or incapable of managing property under Ontario law or of any other country, or
- (d) if at a meeting of the General Assembly, the General Assembly by ordinary resolution removed the director before the expiration of the director's term of office, provided due notice was given to the director prior to the General Assembly meeting.

Filling Vacancies

Section 2. A vacancy on the Board shall be filled as follows, and the director appointed or elected to fill the vacancy hold office for the remainder of the unexpired term of the director's predecessor:

- (a) if the vacancy occurs as result of the General Assembly removes a director, the General Assembly may fill the vacancy by ordinary resolution,
- (b) if a vacancy occurs as result of section 1 of this Article, or there has been a failure to elect the maximum number of directors set out in the Articles, the Board may fill the vacancy by ordinary resolution,

- (c) if there is not a quorum of the directors' present, the directors in office shall, without delay, call special meeting of the General Assembly to fill that vacancy and, they fail to call such a meeting or if there no directors in office, the meeting may be called by any member individual or organization in good standing.
- (d) A quorum of directors may fill a vacancy among the directors.

ARTICLE 27. CONFIDENTIALITY AND CONFLICT OF INTERESTS

Confidentiality

Section 1. Every director shall respect the confidentiality of all matters which are discussed at Board meetings, Corporation meetings or in camera meeting of the General Assembly and any other information and documentation which he may have access to in his capacity as a director of the Corporation.

Section 2. No director shall divulge confidential information obtained because of his position, unless legally required to do so, nor shall the councilor employ such information for his own benefit.

Section 3. Every director shall sign a confidentiality agreement to this effect on taking office. The directors' confidentiality conditions continued for a period of two (2) years from the date his tenure on the Board or Corporation ended.

Conflict of Interest

Section 4. A conflict of interest includes, without limitation, the following that may give rise to a conflict of interest for the directors or members of the Corporation, namely:

- a. Pecuniary or financial interest - when the director or member stands to gain by a Board decision, either in the form of money, gifts, favors, gratuities, or other special considerations, or
- b. Adverse interest - when a director or member is a party to a claim, application or proceeding against the Corporation.

Personal Benefit

Section 5. The Corporation shall ensure that no part of the income of the Corporation shall personally benefit any councilor of the Corporation directly or indirectly.

Use of Profits and Assets

Section 6. Any profits or assets of the Corporation shall be used solely to fulfill the objectives and purposes of the Corporation.

Accounting

Section 7. If the Corporation discovers that this conflict-of-interest provision has been breached by a director, then that person shall be liable to account to the Corporation for any monies that are realized from any such contract or arrangement.

Duty to Declare Interest

Section 8. It shall be the duty of every director or member of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act or the **Code of Ethical Conduct**, and no such director attend any part of the meeting of the Board or vote on any resolution to approve such contract or arrangement.

Duty of Care

Section 9. Every director of the Corporation in exercising his powers and discharging his duties shall:

- a. act honestly and in good faith in the best interests of the Corporation, and
- b. exercise due care, diligence and skill of a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 28. REMUNERATION AND REIMBURSEMENT OF EXPENSES

No Remuneration

Section 1. The directors shall serve as such without remuneration or compensation and no director shall directly or indirectly receive any profit from occupying the position of director, or from services to the Corporation in another capacity in accordance with provisions of this Article.

Reimbursement of Expenses

Section 2. Directors may be reimbursed for reasonable expenses they incurred in the performance of their directors' duties.

Section 3. Directors may be paid remuneration and reimbursed for expenses incurred in connection with service they provide to the Corporation in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is:

- (a) considered reasonable by the Board,
- (b) approved by the Board for payment by resolution passed before such payment is made, and
- (c) in compliance with the conflict-of-interest provisions of the Constitution or the Act.

Application to officers and Others

Section 4 The provisions of this Article apply with necessary modifications to directors, officers, employees, or members of the Corporation.

ARTICLE 29. DISCIPLINE OF MEMBERS, DIRECTORS, AND OFFICERS

Board Authority

Section 1. The Board shall have authority to remove any director of the Corporation from its membership for one or more of the following grounds:

- a. violating any provision of the Articles, Constitution, by-laws, or written policies of the Corporation,
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion, or
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Procedure

Section 2. Where the Board has determined that a director should be removed from its membership, the Secretary shall provide thirty (30) days' notice of removal to the director and shall provide reasons for the proposed removal.

Opportunity to Respond

Section 3. The director may make written submissions to the Secretary in response to the notice received within this thirty (30) day period.

Section 4. If no written submissions are received by the Secretary, the Secretary may proceed to notify the director that he is removed from membership of the Board.

Written Submissions

Section 5. If written submissions are received in accordance with this Article, the Board will consider such submissions in arriving at a final decision and shall notify the director concerning such final decision within a further thirty (30) days from the date of receipt of the submissions.

Section 6. If the director notifies the Secretary that he intends to appear before the Board to present his written submissions, the Board in its sole discretion will determine how the matter will be dealt with and may limit the time given to the councilor to address the Board. The Board may exclude the director from its deliberations regarding the matter.

Final Decision

Section 7. The decision of the Board shall be final and binding on the director, except as provided by this Article.

Right of Appeal

Section 8. A director who has been removed from office by the Board has the right to appeal to the upcoming annual meeting of the *General Assembly*. The director must file an appeal with the *Secretary* within fifteen (15) days of receipt of the decision of the Board.

Section 9. A director who is removed from office by the Board, remains removed and cannot attend Board or Corporation meetings or any proceedings until the *General Assembly* has met and has disposed of the appeal application in a manner that it determines. A two-thirds (2/3) majority vote is required to overturn the decision of the Board. The decision of the *General Assembly* is final.

Section 10. Where the *General Assembly* has upheld the decision of the Board to remove the director from the membership of the Board, the *General Assembly* may elect a delegate as a replacement for the remainder of the term of the director who has been removed.

Section 11. If the *General Assembly* fails to elect a delegate as a replacement for the director who is removed the Board shall elect or appoint a replacement at its next meeting.

Restriction

Section 12. Where a director's term has ended under this Article, the director is not entitled to be elected to the Board until a period of twenty-four (24) months has elapsed from the date of the annual meeting of the *General Assembly* to which he was removed from office.

Application to officers and members

Section 13. The provisions of this Article apply with necessary modifications to officers and members of the Corporation.

ARTICLE 30. RESIGNATION, REMOVAL OF DIRECTORS AND VACATION OF OFFICE

Resignation

Section 1. A director or officer may resign from office by giving written notice to the Secretary which resignation shall take effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

Removal by General Assembly

Section 2. The General Assembly may remove any director or officer from office before the end of his term for one or more of the following reasons:

- a. failure to function as director, perform any duty, or task which is set out in this Constitution, by-law, or regulation,
- b. breach any of the provisions of this Constitution.
- c. breach or failure to comply with the written policies of the Corporation,
- d. acts or works contrary to the objects, aims, purposes and values of the Corporation or seeks to interfere with the ability of the Corporation to function effectively, or
- e. engage in behavior which is harmful to the welfare or best interests of the Corporation.

Procedure

Section 3. The General Assembly may by a resolution passed by two-thirds (2/3) of votes cast at an annual or special meeting, of which notice, in writing, specifying the intention to pass such resolution has been given to the Secretary at least thirty (30) days prior to such meeting, remove from office any director and may by majority of votes cast at that meeting, elect any qualified person to serve in his place for the remainder of the term.

Automatic Vacation from Office

Section 4. The office of a director shall be automatically vacated upon the occurrence of any of the following events:

- a. if the director is declared bankrupt under the laws of Canada or other country,
- b. an order is made declaring him to be mentally incompetent person or if incapable of managing his affairs under the laws of Canada or other country,
- c. if the director was convicted of an offence under the **Criminal Code (Canada)**, or any applicable legislation of any other country,
- d. if the director has neglected or refused to accept the office to which he has been elected or appointed to,
- e. if the director has refused to function as a director,
- f. if the director has failed to attend three (3) consecutive meetings of the Board without being authorized to do so by the Board. Such resolution may have retroactive application,
- g. if by notice in writing to the Secretary the director resigns from the membership of the Board, or
- h. if the director dies.

Application to Corporation Members

Section 5. The provisions of section 4 of this Article apply with necessary modification to members of the Corporations.

ARTICLE 31. PROTECTION OF DIRECTORS AND OFFICERS

Limitations of liability

Section 1. No director, officer, employee or committee member of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer, employee or committee member or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by special resolution of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the

Corporation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or Corporation with whom any moneys, securities, or effects shall be lodged or deposited, or for any loss, damaged or misfortune whatever which may happen in the execution of the duties of his respective office or respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and Constitution, and
- (b) exercised their powers and discharged their duties in accordance with the Act.

Directors' reliance

Section 2. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

Insurance

Section 3. The Corporation may purchase and maintain insurance for a director, or Corporation member of the Corporation against any liability incurred by the director, or Corporation member, in the capacity as a director or Corporation member of the Corporation, except where the liability relates to the director', or Corporation member's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 32. CHAPTERS

General

Section 1. The Board may, by special resolution, establish and constitute Chapters of the Corporation in Canada or any other country to promote and advance the objects and purposes of the Corporation.

Section 2. Subject to the approval of the Board, a Chapter may establish its own Constitution and such other matters as are necessary to conduct the business and affairs of the Chapter.

ARTICLE 33. BOARD COMMITTEES

General

Section 1. The Board may from time to time establish and constitute committees as it deems necessary to administer, manage or assist with carrying on the affairs and business of the Corporation and shall prescribe the composition, mandate, duties, powers and functions, and appointment the officers of each such Corporation.

Composition

Section 2. Committee members need not be directors, save and except that the chair and the vice-chair of each committee shall be directors.

Section 3. Subject to the approval of the Board, the chair of each committee may nominate individuals to the membership of his committee as he sees fit and in accordance with this Constitution.

Term of Office

Section 4. Committee members shall serve for a period of not exceeding three (3) years and may be eligible for re-appointment for one or more terms.

Quorum

Section 5. Unless the Board determines otherwise, a majority of the members of each committee shall constitute a quorum for the transactions of business, and the minutes of each committee meeting shall be maintained, and a copy provided to the Secretary.

Votes to Govern

Section 6. Matters before each Corporation shall be decided by a majority of the votes cast. The chair shall have a second or casting vote.

Section 7. No report or decision of any committee shall have force and effect unless adopted or ratified by the Board.

Removal

Section 8. The Board at any time may remove any committee member with or without cause and may appoint another person in his place and stead for the remainder of the term.

Dissolve Committees

Section 9. The Board may dissolve any Committee by resolution at any time, save and except the Standing Committee.

Rules and Regulations

Section 10. The Board may, by-law, make such rules as are necessary, for

- a. regulating the proceedings and generally for the conduct and management of the affairs of a committee,
- b. governing the calling, holding and conduct of meetings of a committee,
- c. prescribing the quorums,
- d. regulating the establishment of subcommittees or task forces and prescribing their composition, powers, duties, and quorums; and
- e. any matter necessary and proper for the functioning of a corporation.

ARTICLE 34. STANDING COMMITTEES

Section 1. There shall be three standing committees of the Board. The Corporations are the Audit Committee, the Membership Committee and the Governance and Nominations Committee.

Audit Committee

Section 2. The Audit Committee shall be responsible for overseeing the management of the Corporation's finances, including monitoring, and assessing the effectiveness of such financial controls.

Section 3. The Audit Committee shall report to the Board whether legislative reporting requirements are being met, and whether the recording

of assets and liabilities is accurate and in accordance with generally accepted principles and practices.

Section 4. The Audit Committee will have regular meetings with the Treasurer and at least once a year with the Auditor to review and discuss the state of the Corporation's finances and report to the Board on such matters, including making recommendations for improving the controls over the financial administration.

Membership Committee

Section 5. The Membership Committee shall have the general responsibility recruiting members and for reviewing and examining all membership applications and determine whether an organization or individual applying for membership in the Corporation meets the criteria stipulated in this Constitution and any guidelines of the Board and report its findings and determination to Board.

Governance and Nominations Committee

Monitoring

Section 6. The Governance and Nominations Committee shall be responsible for monitoring Board governance structure and processes, recommending by-laws and governance policies and for ensuring succession planning for Board membership.

Assessment and Legislative Compliance

Section 7. The Governance and Nominations Committee shall be responsible for Board and Corporation assessment, internal process improvement, risk management and legislative, regulatory and government policy compliance.

Board Assessment

Section 8. The Governance and Nominations Corporation will ensure the constant vigor and effectiveness of the full Board and the work it performs for the Corporation.

Board Recruitment

Section 9. The Governance and Nominations Corporation, in an election year, shall actively seek and recruit candidates for the Board.

Rules and Procedures

Section 10. Subject to the approval of the Board, the Governance and Nominations Committee shall be authorized to establish rules and procedures for selecting candidates for the office of director and shall report its list of candidates to the General Assembly.

Committee Composition

Section 11. Subject to this Constitution, the Standing Committees shall consist of a chair, vice-chair and one or more members appointed by the Board.

Merge of Standing Committees

Section 12. The Board may, by special resolution, merge or combine the functions or responsibilities of one or more Standing Committees and renamed the committees to reflect the functions or may appoint the same person to chair more than one Committee under this Article.

Other Duties

Section 19. The Standing Committee shall perform such other duties or functions as may be assigned to them by the Board.

ARTICLE 35. BUSINESS AND FINANCIAL AFFAIRS OF THE CORPORATION

Head Office

Section 1. The head office of the Corporation shall be in the Province of Ontario and at such other place therein as the Board may from time to time determine.

Corporate Seal

Section 2. The seal of the Corporation, if any, shall be in the form determined by the Board.

Register

Section 3. The books of the Corporation shall for all purposes be deemed to contain a correct list of the members and their respective addresses, and it shall be the duty of each member to notify the Secretary in writing, of any correction or change of address.

Books and Records

Section 4. The Board shall ensure that all necessary books and records of the Corporation required by the Act, any applicable statute or law, this Constitution or by-law of the Corporation are regularly and properly kept.

Banking

Section 5. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

Fiscal Year

Section 6. The fiscal year of the Corporation ends December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Signing Authority

Section 7. Unless otherwise determined by the Board, the signing authorities for the Corporation shall be the President, the Treasurer, and the Secretary. Two (2) signatures shall be required on cheques, deeds, transfer, assignment, contracts, obligations, and other instruments in writing requiring execution by the Corporation.

Execution of Contracts or Documents

Section 8. Deeds, transfers, assignments, and other instruments in writing requiring execution by the Corporation may be signed by any of its officers or directors. In addition, the Board may from time to time direct the way and the person by whom a particular document or type of document should be executed. Any person authorized to sign any document may affix the corporate seal to the document. A director or officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

Borrowing Powers

Section 9. If authorized by a by-law, duly passed by the members of the Board, and confirmed by a special resolution of the delegates of the General Assembly, the directors of the Corporation may from time borrow money upon the credit of the Corporation.

Appointment of Auditor

Section 10. Subject to the provisions of the Act, at each annual meeting of the General Assembly shall appoint one or more auditors to audit the accounts of the Corporation, to hold office until the next annual meeting of the General Assembly and if the General Assembly fail to do, the auditor in office shall continue in office until a successor is appointed.

Vacancy and Remuneration

Section 11. The Board may fill any casual vacancy in the office of the auditor but, while a vacancy continues, the surviving or continuing auditor, if any, may act.

Section 12. The Board shall have the authority to fix the remuneration for the auditor.

Audit

Section 13. After each fiscal year of the Corporation and at any other time as the Board may decide, the books and accounts of the Corporation shall be

audited by the auditor appointed by the General Assembly at the previous annual meeting.

Section 14. The auditor's report shall be presented to the Board and the General Assembly.

ARTICLE 36. ENACTMENT OF AND AMENDMENTS TO THE CONSTITUTION

Enactment

Section 1. This Constitution shall be enacted by the Board and confirmed or sanctioned with or without amendment at the annual meeting of the General Assembly. A two-thirds (2/3) majority vote is required by both the Board and the General Assembly for this Constitution to come into force and effect.

Amendment

Section 2. This Constitution may be repealed or amended by by-law passed by a two-thirds (2/3) majority vote of the Board at a meeting of the Board, but such repeal or amendment shall not be valid unless it is confirmed or sanctioned, with or without amendment by a vote of two thirds (2/3) or more of the votes cast by the delegates at the next annual meeting of the General Assembly.

ARTICLE 37. EFFECT OF REPEAL OR AMENDMENT

Section 1. The repeal or amendment of this Constitution, or any by-law in whole or part shall in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal or amendment.

Section 2. All directors, officers and other persons acting under the Constitution or by-law repealed or amended in whole or in part shall continue to function as if elected or appointed under the provisions of this Constitution.

ARTICLE 38. REPEAL OF STANDARD ORGANIZATIONAL BY-LAW

Section 1. The Standard Organization By-Law created and issued by the Ministry is hereby repealed in whole from and after coming into force of this Constitution, without prejudice to any action heretofore taken thereunder.

Directors and Officers Continued

Section 2. The members of the Board and the officers of the Corporation in office immediately before coming into force and effect of this Constitution are hereby continued in office until their successors are elected or appointed in accordance with this Constitution and any by-laws.

ARTICLE 39. FORCE AND EFFECT OF THIS CONSTITUTION

Section 1. This Constitution shall come in force and effect on the day the General Assembly of the Corporation has confirmed it with or without variation and from that day forward this Constitution shall be the governing document of the Corporation and shall supersede the Ministry's Standard Organizational By-Law and any amendments thereto.

PASSED by the Board on the day of June 2024

Chair

Secretary

CONFIRMED by the General Assembly on the day of June 2024

Chair

Secretary

GPM DraftV9 June 6, 2024