



# **AHEPA Family**

## **Charitable Foundation of Canada**

**By Laws**

**Revised 2006**

**BY-LAW No.1**

A by-law relating generally to the  
transaction of the business and affairs of

AHEPA family Charitable Foundation of Canada

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BE IT ENACTED as a by-law of the AHEPA Family Charitable Foundation  
of Canada:

## SECTION ONE

### INTERPRETATION

1. Definitions

In this by-law and all other by-laws and special resolutions of AHEPA Family Charitable Foundation of Canada:

- a. "Act" means the Canada Corporation Act and any act that may be substituted thereof, as from time to time amended;
- b. "Board" means the Board of Directors of the Corporation
- c. "Chapter" means any local group or association, all the members of which qualify for membership in the Corporation;
- d. "Corporation" means Canadian Order of AHEPA incorporated under the Act by letters patent;
- e. "District" means:
  - 1. the Province of British Columbia;
  - 2. the Province of Alberta, Saskatchewan and Manitoba; and
  - 3. the remainder of Canada
- f. "letters patent" means the letters patent incorporating the Corporation dated as from time to time amended and supplemented by supplementary letters patent;
- g. "meeting of Members" include an annual meeting of Members and a special meeting of Members
- h. "special meeting of Members" includes a meeting of any class or classes of Members as well as a special general meeting of Members;
- i. "by-laws" means all the by-laws of the Corporation from time to time in force and effect; and
- j. "hereof", "herein", "hereby" and "hereunder" and similar expressions used in any paragraph or sub-paragraph of this by-law relate to the whole of this by-law and not to that paragraph or sub-paragraph only.

2. Extended Meanings

Words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders. Words importing persons include individuals, corporation, partnerships, trusts and unincorporated organizations.

3. Headings and Paragraphs

The division of this by-law into separate parts and paragraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this by-law or the terms and provisions of this by-law and shall not be deemed in any way to clarify, modify or explain the effect of any such terms of provisions.

## SECTION TWO

### MEMBERSHIP

#### 1. Members

The members of the corporation shall be the applicants for "incorporation (until the first meeting of the Board), all past Supreme Vice-Presidents of the Canadian Order of AHEPA, all past Grand Vice-Presidents of the Daughters of Penelope, all past District Governors of AHEPA, Daughters, Sons of Pericles and Maids of Athena: one representative of each Chapter of the Order of AHEPA, Daughters of Penelope, Sons of Pericles and Maids of Athena as designated by each respective Chapter (and unless the Corporation receives notice otherwise, the President from time to time of each chapter shall be the representative of the Chapter in question) and such other persons as may hereafter be admitted to membership by a resolution of a majority of the Board. A membership is not transferable.

#### 2.02

#### Rights of Members

Members shall be entitled to one vote per Member at all meetings of Members of the Corporation; shall be eligible to hold office as directors and officers of the Corporation; and shall be eligible to serve as members of any Committee of the Corporation.

#### 3. Eligibility of Membership

Any person who is a member in good standing of the Order of AHEPA, Daughters of Penelope, Sons of Pericles and Maids of Athena chapter shall be eligible for membership.

#### 4. Membership Fees

The Corporation shall have the authority to assess its membership regular fees at its direction. Such fees shall be payable in advance, annually. The amounts of such fees are to be determined by the Board.

#### 5. Suspension of Members and Termination of Membership Interests

(a) Any member who shall violate any provision of the by-laws or do any act injurious to the Corporation or its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board or of a duly authorized committee, may be suspended or expelled from membership in the Corporation by a two-thirds vote of the members of the Board present at the meeting at which such matter is considered; provided that the Member shall have been furnished with a full statement of the charges against him, and have been given an adequate opportunity for hearing thereon prior to action by the Board. A Member who is expelled from the Corporation shall automatically forfeit all rights, claims and benefits in the Corporation and its property.

(b) The Secretary shall notify the Members of the dues or fees at any time payable by them, and if any are not paid within thirty (30) days of the date of such notice, the Members in default shall, upon motion duly carried by the Board, cease to have any voting rights in the Corporation, but any such member may, on payment of all unpaid dues or fees, be reinstated as voting Members of the Corporation my majority vote of the Board.

(c) In addition to the suspension or termination of the interest of a Member pursuant to the provisions of paragraph 2.05(a) or (b) hereof, the interest of a Member shall terminate upon:

- (i) the death of the Member; or
- (ii) the resignation of the Member, which resignation shall be submitted in writing, addressed to the Corporation or delivered to the Secretary of the Corporation; or
- (iii) the Member ceasing to be a member in good standing of the Chapter

d. Upon the death of a Member, a resolution of the Board to suspend or terminate the interest of a Member, the receipt by the Secretary of the Corporation of the written resignation of a Member, or the Member ceasing to be a Member in good standing of the Chapter, all rights, benefits, privileges of such member shall cease and terminate, provided, however, that such Member shall not be relieved of any obligation to the Corporation accrued prior to such time. The rights, benefits and privileges of any Member suspended by the Board shall be reinstated upon the expiration of the period of suspension imposed by the Board.

### SECTION THREE

#### ADMINISTRATION OF THE CORPORATION

1. Head Office  
Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Municipality of Ottawa, Province of Ontario and at such place therein as the Board may from time to time determine. The shall have the

authority to change the location of the Head Office both in terms of determining the city and province of the location of such Head Office and such determination to be made by seventy-five(75%) percent of all eligible members of the Board voting in favour of such a change of location of Head Office.

2. Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.

3. Financial Year

Until otherwise ordered by the Board, the financial year of the Corporation shall be on the        day of        in each year.

4. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Corporation by the President and the Secretary. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

5. Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporation as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize. Cheques, notes, drafts and other instruments shall be signed on behalf of the Corporation by the President and the Secretary or by such other persons as may from time to time be determined by resolution of the Board. Notwithstanding the foregoing, the President, Vice-President, Secretary, Treasurer or such other person or persons as the Board may from time to time appoint for that purpose, may alone endorse bills of exchange, notes, cheques, drafts and other orders for the payment of money for collection on account of the Corporation through its bankers and endorse such documents for deposit with the Corporation's banks for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation's by using the Corporation's rubber stamp for that purpose. Any one of the said persons who arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the banks forms or settlement of balances and release or verification slips.

## SECTION FOUR

### DIRECTORS

1. Number of Directors and Quorum

The affairs of the Corporation shall be managed by its Board of Directors. Until changed in accordance with the Act, the number of directors shall be eighteen (16) of whom a majority shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining directors may act if constituting a quorum. The Board of Directors of the Corporation shall consist of:

two (2) representatives of each District (i.e. a total of six (6)), three of whom shall be the District Governors of the Order of AHEPA and three of whom shall be the District Governors of the Daughters of Penelope in Canada from time to time,

the Canadian President of the Order of AHEPA from time to time the Canadian President of the Daughters of Penelope from time to time; the immediate Past Canadian President of the Order of AHEPA the immediate Past Canadian President of the Daughters of Penelope or members appointed by them

two (2) representatives of the Sons of Pericles and the Maids of Athena who shall be District Governors and appointed by them

two(2) elected members at large

one(1) Secretary

one (1) Treasurer

#### 4.02 Qualifications

No person shall be eligible for election or appointment as a director of the Corporation unless he shall, at the time of his election or appointment and throughout his term of office, be a Member, provided that a person who is not, at the time of his election or appointment, a Member, shall be deemed not to have been elected as a director of the Corporation and his position on the Board shall be ipso facto vacated unless he is otherwise qualified and becomes a member with ten (10) days after his election or appointment, subject to the provisions of the Act.

#### 3. Removal of Directors

The Members may, by resolution passed by at least two-thirds(2/3) of the votes cast as general meeting of the Members of which notice specifically the intention to pass such resolution has been given, remove any director other than the representatives of the District before the expiration of his term of office and may, by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term (subject to compliance with the requirements of Section 4.01 and 4.02 hereof). A District may remove its representative on the Board (by majority vote of the Presidents of all Chapters in the District) before the expiration of his term of office and may, by written designation, appoint another representative of the District in his stead for the remainder of his term of office (subject to compliance with the requirements of Section 4.01 and 4.02 hereof).

#### 4. Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

(a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;

(b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;

(c) if he dies while in office;

(d) if he is suspended from membership in the Corporation or resigns as a Member or his membership in the Corporation is terminated;

(e) if he shall be removed from office by resolution of the Members as provided in Section 4.03; or

(f) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

5. Vacancies

Each vacancy on the board, other than one occurring by virtue of Subsection 4.03, may be filled for the remainder of its term of office by the remaining directors electing a substitute director (subject to compliance with the requirements of Section 4.01 and 4.02 hereof) so long as a quorum of directors remains in office and the person so elected shall hold office for the balance of the unexpired term of the director whose office has been vacated. If the directors do not fill such vacancy as aforesaid, such vacancy shall be filled at the next annual meeting of the Members (subject to compliance with the requirements of Sections 4.01 and 4.02 hereof). If there is not then a quorum of directors in office, the remaining directors shall forthwith call a meeting of the Members to fill such vacancy or vacancies. If the number of directors is at any time or times increased, a vacancy or vacancies equal to the additional number of directors authorized shall thereby be deemed to have occurred, which may be filled in the manner above provided. Notwithstanding the foregoing, a vacancy with respect to the representative of a District may only be filled by the majority vote of the Presidents of the Chapters in the District in question (subject to compliance with the requirements of Section 4.01 and 4.02 hereof).

4:07 Notice of Meeting

Meetings of the Board shall be held from time to time at the call of the Board or the President or any two directors. Notice of meeting of the Board shall be given to each director in the manner herein (provided not less than four (4) days before the meeting is to take place; provided that any meeting of the Board may be held at any time or place if all directors are present thereat or if all directors have waived notice or signified their consent in writing that the meeting be held in their absence. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Members of the Corporation. Directors may consider or transact any business, either special or general, at any meeting of the Board.

4.08 Adjournment of Meeting

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any meeting to which the original meeting may be adjourned notwithstanding that no quorum is present at the adjournment meeting.

4.09 Regular Meetings

The Board may appoint a day or days in a month for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director

forthwith after being passed, but no notice shall be required for any such regular meeting.

4.10 Place of Meeting

Except as otherwise required by law, meetings of the Board may be held at any place in or outside Ontario at such place or places as the Board may from time to time determine, including at any place in the United States of America or in Greece.

4.11 Chairman

The chairman of the board or, in his absence, the president, or in his absence, the vice-president who is a director, shall be chairman of any meeting of directors. If no such officer be present, the directors present shall choose one of their number to be chairman.

4.12 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question unless some other majority is required by the Act. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote. All votes at any such meeting shall be taken by ballot or by poll if so demanded by any director present, but if no demand were made, the vote shall be taken in the usual way, by assent or dissent. A declaration by the Chairman or the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be made at any time before or after a vote by show of hands may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes of directors and such poll shall be taken in such manner as the Chairman of the meeting shall direct and the result of such poll shall be deemed the decision of the meeting upon the matter in question.

13. Interest of Directors in Contracts

Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.14 Declaration of Interest

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting on the matter in question.

4.15 Remuneration

No director shall directly or indirectly receive any profit from his position as such. A director shall not be paid his travelling and other expenses properly incurred in connection with the affairs of the Corporation except to the extent authorized by the Board.

16. Committees

The Board may from time to time appoint such committee or committees, person or persons (whether directors or members) as it deems necessary or appropriate for such purposes, but the functions of any such committee shall be advisory only. Any such committee shall have power to fix its quorum at not less than a majority of its members, to elect its chairman and to formulate its own rules and procedure, subject to such regulations or directions as the Board may from time to time make.

17. Executive Management Board

The Board of Directors may from time to time as it sees fit, appoint an Executive Management Board, which shall consist of five (5) members. The Executive Management Board shall be comprised of the following: the President of the Corporation and four other members of the Board of Directors as elected by the entire Board of Directors. The Executive Management Board shall serve for a term as to be determined by the entire Board as the time of the appointment of the Executive Management Board. The authority of the Executive Management Board shall be as follows:

- i. all matters relating to the finances, managers, operations and location of the Head Office of the Corporation;
- (ii) supervisor of the Executive Director of the Corporation such supervision to include the determination by the Executive Management Board of what programs shall be implemented, grants applied for and all other activities of the Head Office;
- (iii) supervisory and management of any special project which may be so designated by the entire Board from time to time;
- (iv) The Executive Management Board shall at all times be responsible to the entire Board of Directors and shall provide a written report to the entire Board of each meeting of the Board of Directors.

## SECTION FIVE

### AUDITORS

1. Appointment of Auditors – First Meeting

Subject to the provisions of the Act, the Members at the first general meeting shall appoint one or more auditors to hold office until the first annual meeting of the Members and, if the Members fail to do so, the Board shall forthwith make such appointment or appointments.
2. Appointment of Auditors at Annual Meeting

Subject to the provisions of the Act, the Members shall at each annual meeting appoint one or more auditors to hold office until the next annual meeting of Members and, if an appointment is not made, the auditor in office shall continue in office until a successor is appointed.
3. Vacancies

Subject to the provisions of the Act, the Board may fill any casual vacancy in the office of auditor.
4. Removal of Auditor

Subject to the provisions of the Act, the Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of Members of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another auditor in his stead for the remainder of his term.
5. Remuneration of Auditors

Subject to the provisions of the Act, the remuneration of an auditor appointed by the Members shall be fixed by the Members, or by the Board if it is authorized so to do by the Members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.
6. Appointment of Auditor by Minister

Subject to the provisions of the Act, if for any reason no auditor is appointed, the Minister of Consumer and Corporate Affairs may on the application of a Member, appoint one or more auditors for that year and fix the remuneration to be paid by the Corporation for his or their services.
7. Notice of Appointment of Auditors

Subject to the provisions of the Act, notice of the appointment of an auditor shall be given in writing to him forthwith after the appointment is made.

8. Qualifications of Auditors

The provisions of the Act relating to the qualifications of an auditor and the duties and obligations of an auditor shall apply to any auditors appointed by the Board.

## SECTION SIX

### OFFICERS

1. Election of Chairperson and President

The Board shall elect a president and may elect a chairperson of the board from among themselves. The president may be the chairperson.

2. Appointment of Other Officers

The Board shall appoint a secretary and Executive Director may appoint one or more vice-presidents, a general manager, a treasurer and such other officers as the Board may determine. The officers so appointed may but need not be directors but shall be Members and one person may hold more than one office, save the neither the chairperson of the board nor the president may hold the office of secretary.

3. Terms of Office

The terms of employment of officers elected or appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any officer of the Corporation without prejudice to such officer's rights under employment contract; otherwise, each officer elected or appointed by the Board shall hold office for a term of one (1) year or until his successor is elected or appointed, except that the term of office of the chairman of the board or the president shall expire if and when he shall cease to be a director. All officers shall be eligible for re-election or reappointment if otherwise qualified.

4. Vacancies

Any vacancy in any office for any cause whatsoever shall be filled by the Board. The person elected or appointed to fill such vacancy shall serve for the remainder of the term thereof or until his successor has been duly elected or appointed and has qualified.

5. Chairman of the Board

If appointed, the chairman of the board shall, if present, preside at all meetings of the Board and at all meetings of Members. In addition, the Board may assign to him any of the powers and duties that are by any provisions of this by-law assigned to the president, and he shall have such other powers and duties as the Board may prescribe. During the absence or disability of the chairman of the board, the president shall assume all his powers and duties.

6. President

The President shall have the general management and direction, subject to the authority of the Board, of the business affairs of the Corporation and the power to appoint and remove any and all employees and agents of the

Corporation not elected or appointed by the Board and to settle the terms of their employment and remuneration. The President shall have such other powers and duties as the Board may prescribe and as further described and set out in the herein By-laws.

7. General Manager

The General Manager, if one is appointed, shall have the general management and direction, subject to the authority of the Board and the supervision of the President, of the Corporation's business and affairs and the power to appoint and remove any and all employees and agents of the Corporation not cleared or appointed directly by the Board or the President, and to settle their terms of employment and remuneration.

8. Vice-President

During the absence or disability of the President, his duties shall be performed and his powers exercised by the vice-president or, if there are more than one, by the vice presidents in order of seniority.

9. Secretary

The Secretary shall attend at and be the secretary of all meetings of Members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to Members and directors. He shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose. The corporate seal shall be kept at the head office of the Corporation or shall be kept by the Secretary of the Corporation.

10. Treasurer

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He shall render to the Board, whenever required, an account of all transactions as treasurer and of the financial position of the Corporation.

11. Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

12. Variation of Duties

From time to time the president may add to the duties of any officer any may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any officer.

13. Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation (in or out of Canada) with such powers of

management or otherwise (including the power to sub-delegate) as may be thought fit.

14. Fidelity Bonds

The Board may require employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

15. Remuneration of Officers

Any full or part time administrator of the day-to-day affairs of the Corporation shall be entitled to receive compensation, subject to the Board's approval. Save as aforesaid, the officers of the Corporation shall receive no remuneration for acting as such but shall be entitled to be reimbursed for all reasonable expenses incurred by them in the performance of their duties, which expenses have been approved by the Board.

SECTION SEVEN

PROTECTION OF DIRECTORS AND OFFICERS

1. Limitation of Liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order 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, insolvency or fortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error or judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same occasioned by his own wilful neglect or default or dishonesty.

2. Indemnity

Every director and officer of the Corporation and his heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of funds of the Corporation from and against:

(a) all costs charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation;

except such charges or expenses as are occasioned by his own wilful neglect or default or dishonesty.

## SECTION EIGHT

### MEETINGS OF MEMBERS

1. Annual Meeting

The annual meeting of the Members shall be held at such time and on such day in each year as the Board or the chairman of the board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors, and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

2. Special Meetings

The Board, the chairman of the board or the president shall have power to call a special meeting of Members at any time.

3. Requisition of Special Meetings

At any time or times, two-thirds (2/3) of the members may request the Board to call a special meeting of the Members for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act, and the Board can call such meeting. The requisition for such meeting shall be in writing, shall state the general nature of the business to be presented at the meeting, shall be signed by all of the requisitionists, and shall be deposited at the head office of the Corporation.

4. Place of Meeting

Meetings of Members shall be held at any place in Canada as determined by the Board of Directors who shall choose at each meeting of Members the next location for the next meeting of members. Notwithstanding the foregoing the Member, may, by ordinary resolution, authorize a meeting of Members to be held in Greece or in the United States of America.

5. Notice of Meeting

Notice of the time and place of each meeting of Members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each Member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation as a Member. Notice of a special meeting of Members shall state the general nature of the business to be transacted as it. The auditors of the Corporation shall be entitled to receive all notices and other communications relating to any meeting of Members that any Member is entitled to receive.

6. Meeting Without Notice

A meeting of Members may be held at any time and place without notice if all Members entitled to notice thereof are present in person or represented by proxy, or if all Members waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of Members may transact.

7. Adjournments

Any annual, general or special meeting of the Members of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such meeting as might have been transacted at

the original meeting from which such adjournment took place. No notice shall be required of any meeting to which the original meeting was adjourned. Such adjournment may be made notwithstanding that no quorum is present at the adjourned meeting.

8. Chairman, Secretary and Scrutineers

The chairman of the board, or in his absence, the president or, in his absence a vice-president who is a director of the Corporation shall be chairman of any meeting of Members. If no such officer be present within fifteen minutes from time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation be absent, the chairman shall appoint some person, who need not be a Member, to act as secretary for the meeting. If desired one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chairman with the consent of the meeting.

9. Persons Entitled to be Present

The only persons entitled to attend a meeting of Members shall be the Members, the directors of the Corporation, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

10. Quorum

A quorum for the transaction of business at any meeting of the Members shall be a majority of Members, present in person or represented by proxy, entitled to vote therat.

11. Rights to Vote

At any meeting of Members, every person shall be entitled to one vote who is at the time of the meeting entered in the books of the Corporation as a Member and who is in good standing at the time of the meeting.

12. Proxies

At any meeting of Members, a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the Member appointing him would be entitled to exercise if present at the meeting. A proxy need not be a Member. An instrument appointing a proxy, if executed by a corporation shall be under corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if prior to the time of voting it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

8.13

Votes to Govern

At any meeting of Members, every question shall, unless otherwise required by letters patent or by-laws of the Corporation or by-laws, be determined by the majority of the votes duly cast on the question.

14. Show of Hands

ny question at a meeting of Members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken be the decision of the Members upon the said question.

15. Polls

Before or after a show of hands has been taken on any question, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner, as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to one vote for each Member represented by that person and the result of the poll shall be the decision of the Members upon said question.

16. Casting Vote

In case of an equality of votes at any meeting of Members either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to an additional or casting vote.

## SECTION NINE

### NOTICES

1. Method of Giving Notices

Any notice (which term in this Section Nine includes any communication or document) to be given (which term in this Section Nine includes sent, delivered or served) pursuant to the ACT, the letter patent, the by-laws or otherwise to a Member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to him at his said address by any means of wire or wireless or any other form of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any Member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch. The statement of the

Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

2. Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

3. Omissions and Errors

The accidental omission to give any notice to any Member, director, officer or auditor or the non-receipt of any notice by any Member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon and any Member, director, officer or auditor may ratify, approve and confirm any or all proceedings taken or had thereat.

4. Waiver of Notice

Any member, or his duly appointed proxy, director, officer or auditor may waive any notice required to be given to his under and provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall surmount any default in giving such notice.

## SECTION TEN

### AMENDMENT OF BY-LAWS

1. Authority to Amend

The by-laws of the Corporation shall be amended, altered or added to except by an extraordinary resolution of the Corporation. An "extraordinary resolution" shall mean a resolution passed by at least two-thirds (2/3) of the directors of the Corporation present at the meeting of the Board of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given and by at least two-thirds (2/3) of such Members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given provided that any amendment as aforesaid shall not become effective until approved by the Minister of Consumer and Corporate Affairs.

I hereby certify that the foregoing is a true and correct copy of By-law Number 1 which was enacted by the directors of the Canadian Order of AHEPA on the 2<sup>nd</sup> day of May 1983, and confirmed by all the members on the same day, which by-law is now in full force and effect, unamended.

Dated at Toronto, this 17<sup>th</sup> day of June, 1983

James Anas, Secretary

