

CANADIAN HELLENIC CONGRESS CONGRÈS HELLÉNIQUE CANADIEN

CONSTITUTION

- ***Adopted*** unanimously by the National Assembly: February 21, 2016
- ***Ratified*** unanimously by the National Assembly: November 27, 2016
- ***Amended and Ratified*** unanimously by the National Assembly (Pursuant to April 14, 2020 Court decision): November 28, 2020 (Article 7, section 6; Article 13, section 3; Article 19, section 1; Article 21, section 5; Article 22, section 3 and [Article 23], section 4; Article 23, section 1; Article 24, section 10; and Article 36, section 2)
- ***Article and Section number-sequencing correction:*** General Secretariat; January 2023
- By-Law 10-2023 (Amending Article 10, Section 1 b); Article 16, Section 3; Article 21, Section 5): ***Adopted*** unanimously by the National Assembly: November 26, 2023

CANADIAN HELLENIC CONGRESS CONGRÈS HELLÉNIQUE CANADIEN

TABLE OF CONTENTS

-----	Certificate of Continuance – Industry Canada (26-02-2015)	4
Article 1.	Definitions and Interpretations	5
Article 2.	Status, Name, Continuation	7
Article 3.	Objects and Purposes	7
Article 4.	Principles and Values	9
Article 5.	Ethics and Democratic Practices	10
Article 6.	Official Languages	12
Article 7.	Structure, Organization and Authorities	12
Article 8.	Constitutional Authority, Policy Jurisdiction and Conflicts	13
Article 9.	Membership	14
Article 10.	Individual Membership	17
Article 11.	Supporters, Associate and Honorary Members	18
Article 12.	Rights and Privileges of Members	18
Article 13.	Membership Fees	19
Article 14.	Termination of Membership	20
Article 15.	Discipline of Members	21
Article 16.	National Assembly	22
Article 17.	Conventions	24
Article 18.	Notices	25
Article 19.	Quorum, Voting and Adjournment	27
Article 20.	Speaker of the National Assembly	29
Article 21.	National Council	30
Article 22.	Qualifications, Nominations and Elections	31
Article 23.	Organizations and Election of Officers	32
Article 24.	Meetings, Quorum, Voting, Vacancies	33

Article 25. Executive Committee	36
Article 26. Functions and Duties of Officers	38
Article 27. Confidentiality and Conflicts of Interests	43
Article 28. Discipline of Councillors and Officers	45
Article 29. Resignation, Removal of Councillors and Vacation of Office	47
Article 30. Protection of Councillors and Officers	48
Article 31. Commissions and Committees	50
Article 32. Standing Committees	52
Article 33. Dispute Resolution	55
Article 34. Business of the Congress	57
Article 35. Dissolution	59
Article 36. Application to Provincial Organizations	60
Article 37. Enactment of and Amendments to the Constitution	60
Article 38. Effect of Repeal or Amendment	61
Article 39. Repeal of By-Law No. 1, 1987	61
Article 40. Force and Effect of this Constitution	61
----- Signatures	62



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

CANADIAN HELLENIC CONGRESS
CANADIEN HELLENIQUE CONGRES

Corporate name / Dénomination de l'organisation

123292-4

*Corporation number / Numéro de
l'organisation*

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2015-02-26

*Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)*

Canada

CANADIAN HELLENIC CONGRESS CONGRÈS HELLÉNIQUE CANADIEN

CONSTITUTION

BE IT ENACTED as Constitution and general By-Law governing the government, management and conduct of the affairs and business of the Canadian Hellenic Congress/ Congrès hellénique canadien as follows:

ARTICLE 1. DEFINITIONS AND INTERPRETATIONS

Section 1. In this Constitution and any By-Law of the Congress enacted thereafter, unless the context otherwise requires:

“Act” means the ***Canada Not-For-Profit Corporations Act*** including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted as amended from time to time.

“Annual or Special Convention” means a meeting of the National Assembly.

“Articles” means the Articles of Continuance and the Certificate of Continuance dated February 26, 2015.

“Chapter” means an organization consisting of individual members of the Congress within a province or within one or more provinces where there is no provincial organization, as set out by this Constitution.

“Congress” means the Canadian Hellenic Congress / Congrès hellénique canadien.

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

“Convention” means an annual or special meeting of the National Assembly.

“Corporation” means the Congress.

“Councillor” means a member of the National Council.

“Delegate” means a representative of a chapter or member organization entitled to vote at an annual or special convention of the National Assembly.

“Director” means Councillor.

“Member” means individuals and organizations that have been accepted into membership in the Congress by resolution of the National Council or the Provincial Council, as the case may be, and in accordance with the provisions of this Constitution.

“National Assembly” means the legislative body of the Congress, as constituted from time to time by the delegates of the member organizations and chapters.

“National Council” means the board of directors of the Congress.

“Person” means a delegate, individual member, member organization, supporter member, associate member, honorary member, or auditor.

“Provincial Assembly” means the legislative body of a provincial organization, as constituted from time to time by the delegates of the member-organizations, and/or chapters.

“Provincial Council” means the board of directors of a provincial organization.

“Provincial Organization” means the single province-wide organization recognised by the Congress and is composed of a least two (2) organizations and/or chapters from such province.

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

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.

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. STATUS, NAME, CONTINUATION

Section 1. **Canadian Hellenic Congress/ Congrès hellénique canadien** is a secular, national democratic communal institution established by Letters Patent dated April 27, 1982 under the **Canada Corporations Act** and is continued under the authority of the **Canada Not-For-Profit Corporations Act**, Certificate of Continuance dated February 26, 2015, Corporation number 123292-4.

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

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

Section 4. The Congress strives to represent all Hellenes and their organizations in Canada, and those persons who wish to support, and adhere to the objectives, principles and the provisions of this Constitution.

ARTICLE 3. OBJECTS AND PURPOSES

Objects

Section 1. The objects of the Congress are:

The objects of the Canadian Hellenic Congress are to develop the highest standards of citizenship in the Hellenes of Canada by encouraging, carrying on and participating in activities of a cultural, educational, humanitarian, religious and social nature, consistent with the Hellenic heritage, custom, language, religion and tradition. More specifically, these objects shall be:

1. To advance and promote Hellenism, Democracy, Human Rights and Civic Responsibility
2. To foster unity, represent and promote the interests of Hellenes in Canada
3. To enhance solidarity and unity among Hellenic communities and their organizations throughout Canada
4. To facilitate and ensure the continuity and development of Hellenic culture, language, custom, tradition, spiritual and social heritage in Canada

5. To encourage and assist in the creative development of Hellenic language, social and cultural life throughout Canada
6. To promote and support Hellenic education and the development of Hellenic values
7. To facilitate and ensure Hellenic continuity and transmittal of Hellenic legacy from one generation to another.
8. To assist Hellenic communities in strengthening their Hellenic identities
9. To foster, support and participate in inter-cultural dialogue
10. To represent, advocate and act on behalf of the Hellenic communities and their organizations and the Hellenes in general before government institutions and authorities.
11. To promote and encourage the involvement of Hellenic Canadians in public affairs.
12. To facilitate the establishment and operation of educational, cultural, social and medical institutions and community centres in order to meet the needs of children, families and seniors.
13. To engage in and pursue any other activity which is consistent with the aims, purposes, objects and aspirations of the Congress.

Purposes

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

Section 3. Councillors shall serve without remuneration, and no councillor shall directly or indirectly receive any profit from his or her position as such, provided that a councillor may be reimbursed for reasonable expenses incurred in performing his or her services.

Section 4. The Congress is authorised to enter into arrangements with any authority or entity, public or private, governmental or otherwise, that may be conducive to the objects of the Congress and to obtain from any such authority or entity any rights, privileges and concessions which the Congress may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.

Section 5. The Congress is authorised to acquire by grant, gift, purchase, bequest 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 Congress.

Section 6. The Congress shall operate, maintain, acquire, hold, sell, alienate, lease, sub lease or otherwise in any other manner deal in and with such real estate or premises as are required in connection with the maintenance and furtherance of the objects of the Congress.

Section 7. The Congress 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 furtherance of its objects.

Section 8. The Congress shall give donations to organizations whether incorporated or not which have objects similar in whole or in part to the objects of the Congress.

Section 9. No part of the Congress' funds or property shall be distributed to its members while the Congress exists or upon dissolution.

ARTICLE 4. PRINCIPLES AND VALUES

Section 1. The Congress is a voluntary secular national Hellenic democratic institution. Its role is to serve the collective interests of its members and of Hellenism. Democratic values are the foundation of our being. Our commitment to the principles and practices of democratic practices define who we are and are reflected in our rules, structures and processes.

Section 2. The Congress is an open and inclusive organization. An engaged membership is critical to the Congress's success. Ideas are welcome, discussed and implemented. Member involvement is actively sought and encouraged at all levels of the Congress. This process enables the Congress to foster knowledge and understanding of the issues and concerns affecting the Hellenic community, here and abroad.

Section 3. The Congress is open to new members, definition of membership is broad to enable Hellenes from all walks of life to voluntarily join, including their organizations, and this openness ensures that the Congress reflects and represents the Hellenic diversity in Canada.

Section 4. The Congress 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 Congress reporting,

financial and otherwise, will be timely and reliable and decision making will be clear and relevant.

Section 5. The Congress is more than an aggregate of members. The Congress is shaped by our relationships, by how we treat and care for Hellenes, here and abroad. Cooperation, solidarity, fellowship, respect and mutual support are core values that guide the Congress in its work, here and abroad. We are in solidarity with the people of Hellas and the Hellenic Diaspora.

Section 6. The Congress' goal is to change society through the revitalization and advancement of Hellenism both in Canada and in the world. We are committed to equality and social justice, restore and strengthen our democracy and achieve harmony with earth. We are committed to work with other organizations in Canada and around the world that share our vision and commitment for social justice and democracy.

Section 7. The Congress is an advocacy organization who aims is to vigorously defend Hellenes and Hellenism, protecting and advancing the interests of Hellenes as people here and abroad.

Section 8. Renewal and generational change is critical to the evolution and continuity of the Congress. The strength and dynamism of the Congress is based on renewal. Structures and practices are constantly evolve and transform to broaden the Congress base. The Congress is open to new ideas, and renewal of its leadership. Term limits facilitates renewal by making space for the next generation of leadership. Active recruitment from among the members and the Hellenic community at-large contributes to leadership renewal and development.

ARTICLE 5. ETHICS AND DEMOCRATIC PRACTICES

Democratic Practices

Section 1. The Congress, its officers, councillors and members, including its provincial organizations and their officers and councillors 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 Congress. The members are entitled without hindrances to participate freely and openly in governance and debates within the Congress.

Section 3. All proceedings of the Congress 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 Congress shall not be conducted in any manner which results in personal profit or advantage to any officer, councillor or whether elected or appointed.

Section 6. Any officer or councillor of the Congress and the recognised provincial organizations has the responsibility to disclose any personal interests that they may have with regard to a decision they are called upon to participate in or make. It is the duty and responsibility of the officer or councillor 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 Congress and its provincial organizations shall at all times meet the highest available standard of accounting and reporting. The Congress shall have clear policies governing the use of funds, including oversight body for expenditures.

Code of Ethical Conduct

Section 8. The Congress shall implement and 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 National Council and shall include any amendments made from time to time by the National Council.

Section 10. The Code applies to all councillors, officers, committee members and members of the Congress.

ARTICLE 6. OFFICIAL LANGUAGES

English, French, Hellenic

Section 1. Subject to section 5 of this Article, English and French and Hellenic languages shall be, for all purposes, the official languages of the Congress 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 Hellenic languages in any debate and other proceeding whatever of the Congress.

Section 3. The Constitution, By-Laws, regulations and resolutions of the Congress may be published in one or all of the official languages.

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

Section 5. In the event that a conflict arises between the wording of the English, French and Hellenic versions of this Constitution, any By-Law, regulation, or any publication of the Congress, the English version, if any, shall govern.

ARTICLE 7. STRUCTURE, ORGANIZATION AND AUTHORITIES

Confederation

Section 1. The Congress is a confederation of recognised provincial organizations and it is organized and carries out its objects and functions on both the national and provincial level as provided by this Constitution.

Provincial Organizations

Section 2. Provincial organizations are federations established in each province for the purpose of representing and advancing the interest of Hellenes and of Hellenism in general.

Section 3. Provincial organizations are a democratic force for the Congress' activities, civic participation, solidarity and strength in each province. They are forums of accountability and organizing centres which involve and engage individual Hellenes and Hellenic communities or organizations in the life of the Congress.

Section 4. The recognised provincial organizations are:

- (a) Hellenic Canadian Congress of Alberta
- (b) Hellenic Canadian Congress of British Columbia
- (c) Hellenic Canadian Congress of Manitoba
- (d) Hellenic Canadian Congress of Ontario
- (e) Hellenic Congress of Quebec

National Authority

Section 5. At the national level the functions of the Congress are carried on by the National Assembly, the National Council and committees thereof in accordance with the Constitution and By-Laws.

Provincial Authority

Section 6. At the provincial level, where there is a recognised provincial organization, the provincial assembly, the provincial council and committees thereof carries out the objects and functions of the Congress in accordance with its own governing documents and the Congress' Constitution and By-Laws.

Section 7. Where in a province no provincial organization exists, the continuing functions of the Congress shall be carried on by the members in those provinces.

Regional Council Authority

Section 8. Despite section 8 of this Article, in a province where no recognised provincial organization exists, the National Council may, by By-Law, establish a regional council to carry on the functions of the Congress in that province. One regional council may be formed for two or more provinces or regions in the same geographic region.

ARTICLE 8. CONSTITUTIONAL AUTHORITY, POLICY JURISDICTION AND CONFLICTS

Authority of Constitution

Section 1. This Constitution governs the affairs of the Congress and is the final authority concerning any dispute within the Congress. If there is a conflict between this Constitution and any provincial organization constitution, this Constitution prevails insofar as the national and international affairs of the Congress are concerned.

Policy Jurisdiction

Section 2. The National Assembly shall set the general policy of the Congress and the National Council shall espouse such policy in all federal and international matters.

Section 3. In the provinces where a provincial organization exists the provincial assembly shall, in determining its own policy, have due regard to the general policy of the National Assembly and, through the provincial council, shall have exclusive jurisdiction in all matters of a local, regional or provincial nature in such province.

Section 4. In provinces where no provincial organization exists, the members in such province shall determine their own policy provide such policy is not contrary to the general policy of the National Assembly and they shall have exclusive jurisdiction in all matters pertaining to their territorial domain.

Policies and Procedures

Section 5. The policies and procedures of the Congress shall govern and regulate the internal operations, federal and international affairs, and in the event of any conflict between the policies and procedures of the Congress and policy or procedure of a provincial organization, the policies and procedures of the Congress shall prevail.

ARTICLE 9. MEMBERSHIP

General

Section 1. Membership in the Congress shall consist of the persons named in the Articles, the individuals or organizations who were members in good standing at the time of the issuance of the Certificate of Continuation 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 Congress by resolution of the National Council or the Provincial Council of a recognised provincial organization, as the case may be, and as provided by this Constitution or By-Law.

Classes, Criteria and Qualifications of Membership

Section 2. Membership in the Congress shall be open to Hellenic Canadian organizations and individuals provided they meet the criteria and conditions for membership as prescribed by this Constitution.

Organizations

Section 3. Any non-profit and non-political organization in Canada, whether incorporated or not, whose members are of Hellenic descent, and whose aims or purposes bear directly or indirectly, on the aims and purpose of the Congress is eligible to be a member of the Congress. Without limiting the generality of the foregoing, an organization may include:

- (a) Hellenic Civic Communities;
- (b) Parish Communities;
- (c) Hellenic organizations and societies;
- (d) Cultural, professional, recreational, athletic, philanthropic and educational organizations;
- (e) University student clubs or alumni organizations recognised by the respective university; and
- (f) Federated entities.

Eligibility Criteria for Organizations

Section 4. An organization who is in full accord with, subscribes to, and is in agreement with the philosophy and objects of the Congress may be eligible for membership in the Congress provided that the organization

- (a) has existed for and has been in operation for at least two (2) years prior to application for membership;
- (b) is an autonomous, non-auxiliary body, and its members control its affairs;
- (c) is democratically constituted and operated
- (d) consists of at least twenty (20) individual members in good standing and in the case of a federated entity it consists of at least three (3) autonomous organizations;
- (e) is not affiliated with any political party;
- (f) has objects and aims that are not inconsistent with and are complementary to those of the Congress;
- (g) membership in the Congress has been ratified by its governing bodies;
- (h) membership application has been accepted by the authorised executive authority of the Congress; and
- (i) pays is membership fees, as required by this Constitution.

Conditions for Continuation of Membership

Section 5. An organization shall be eligible for continued membership annually and shall continue to be a member of the Congress 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.

Provincial Organization

Section 6. Where there is a recognised provincial organization, membership is through the provincial organization and it is the provincial council that makes the determination whether or not to accept or reject the organization's application for membership.

Appeal

Section 7. Where a provincial council has rejected an application for membership, the applicant organization may appeal the decision of the provincial council to the National Council. The decision of the National Council on appeal shall be final.

Direct Membership

Section 8. Where no provincial organization exists, organizations shall be entitled to apply membership directly to the National Council. The National Council shall consider the application and make a determination. The decision of the National Council is final.

Recognised Status Lost

Section 9. Where a provincial organization has lost its recognised status due to non-payment of membership fees or other reasons, the members of the Congress in that province shall continue to be members as provided they meet the conditions set forth in section 5 of this Article.

Section 10. The National Council may establish a rules, procedures and process for regulating the recruitment, retention and development of members and may delegate the implementation of such rules, procedures and process to a committee.

ARTICLE 10. INDIVIDUAL MEMBERSHIP

Section 1. Any individual who

- (a) is eighteen years of age,
- (b) is of Hellenic descent, residing in or outside Canada or is the spouse of such an individual,
- (c) shares in the commitment to promote, safeguard and advance the Hellenic Civilization, including its values,
- (d) adheres to the objects and purposes of the Congress,
- (e) is interested in the development and the vitality of the Hellenic Canadian Community,
- (f) is not an employee of the Congress, and
- (g) pays the prescribed membership fees

shall be entitled for membership in the Congress.

Provincial Organization

Section 2. In provinces where there is a provincial organization exists, an individual shall apply to the provincial council for membership in accordance with its By-Laws.

Appeal

Section 3. Where a provincial council has rejected an application for individual membership, the individual applicant may appeal the decision of the provincial council to the National Council. The decision of the National Council on appeal shall be final.

Representation

Section 4. In provinces where a provincial organization exists, the provincial council shall, by By-Law, establish the method of representation of individual members to its provincial assembly.

Direct Membership

Section 5. Where no provincial organization exists, individuals shall be entitled to apply for membership directly to the National Council. The National Council shall consider the application and make a determination. The decision of the National Council is final.

Chapters

Section 6. Where no provincial organization exists, the National Council shall, by By-Law, establish chapters in the province and provide a method of representation of individual members to the National Assembly.

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 Congress may, upon application to, and approval by the National Council, become a Supporting Member or Associate Member, as designated by the National Council provided that such organization or individual

- (a) shares in the commitment to promote, safeguard and advance the Hellenic Civilization, including its values,
- (b) adheres to the objects and purposes of the Congress, and
- (c) pays the prescribed membership fees.

Honorary Members

Section 2. The National Council or the National Assembly may, by resolution passed by at least two-thirds majority vote, name individuals to be honorary members of the Congress in recognition of their contribution or outstanding service to the Congress or to the Hellenic heritage and culture at large.

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 Congress.

Section 2. Any member in good standing is entitled to:

1. receive notice of meetings and other communications,
2. attend and speak at any meeting of the Congress in accordance with this Constitution and any By-Law,
3. be selected as a delegate or an alternate delegate to any meeting of the National Assembly, and
4. exercise other rights and privileges granted to members by this Constitution.

A member in good standing

Section 3. 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 National Council from time to time. The Secretary of the Congress 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 who does not pay their membership fee when due, shall automatically lose all voting privileges until such fee or fees are paid.

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

Section 4. Where a recognised provincial organization has failed to meet its membership obligations for more than six months (6) the recognition status is automatically withdrawn, voting and delegate representation is suspended without notice until such fees and arrears are paid.

Reinstatement of Membership

Section 5. Where a member's membership or a recognised provincial organization has been suspended due to failure to pay its membership fees, the member or the provincial organization, as the case may be, may reapply to be reinstated only upon full payment of current and arrears fees and the National Council may by two-thirds (2/3) majority vote reinstate the suspended member or the provincial organization under such terms and conditions as the National Council may determine.

Section 6. Where the National Council has found that the delinquent member is unable to pay the full outstanding membership fees because of financial hardship, the National Council may reinstate the member under such terms and conditions as the National Council determines.

Limitation on the Liability of Members

Section 7. Members shall not, as such, be held answerable or responsible for any act, default, debt, obligation or liability of the Congress or any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Congress, unless otherwise provided for by statute.

ARTICLE 14. TERMINATION OF MEMBERSHIP

General

Section 1. A membership in the Congress 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 Article 9 and 10 of this Constitution.
- (c) the member resigns by delivering a written resignation to the Secretary of the Congress or recognised provincial organization, as the case may be, in which case such resignation shall be effective on the date specified in the resignation.
- (d) the member is expelled in accordance with Article 15 or is otherwise terminated in accordance with this Constitution.

No Transfer of Membership

Section 2. 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 by 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 Congress at the date of ceasing to be a member.

ARTICLE 15. DISCIPLINE OF MEMBERS

National Council Authority

Section 1. The National Council shall have authority to suspend or expel any member for the Congress for one or more of the following grounds:

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

Procedure

Section 2. Where the National Council has determined that a member should be expelled or suspended from membership in the Congress, the Secretary shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

Opportunity to Respond

Section 3. The member may make written submissions to the Secretary in response to the notice received with such thirty (30) day period.

Section 4. In the event that no written submissions are received by the Secretary, the Secretary may proceed to notify the member that the member is suspended or expelled from membership in the Congress.

Written Submissions

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

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

Final Decision

Section 7. The decision of the National Council shall be final and binding on the member, without any further right of appeal.

Reinstatement of Membership

Section 8. Where a member's membership has ended under this Article, and after the expiration of two (2) from the date of the suspension or expulsion, the member may reapply to be reinstated and the National Council may reinstate the expelled or suspended member under such terms and conditions as the National Council may determine.

Section 9. Where the National Council is considering a reinstatement under Section 8 of this Article, a unanimous vote of the councillors is required to reinstate an expelled or suspended member to the Congress' membership.

ARTICLE 16. NATIONAL ASSEMBLY

Composition and Powers

Section 1. The General Assembly shall be the legislative body of the Congress and shall consist of the delegates of the members of the Congress who are in good standing and entitled to appoint 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 annual or special Convention duly called and in accordance with the provisions this Constitution.

Delegates

Section 3. The National Assembly shall be composed of a one hundred (100) delegates appointed by the members in good standing as set out below:

Region	Number of Delegates
Atlantic Canada	4
Alberta and Northwest Territories	3
British Columbia and Yukon	8
Manitoba and Nunavut	3
Ontario	42
Quebec	32
Saskatchewan	3
Outside Canada	5

Delegate Selection

Section 4. In a province or region where there is a recognised provincial organization, the provincial organization of that province or region shall select and appoint its delegates to the National Assembly in accordance with its governing instruments.

Section 5. In a province or region where there no recognised provincial organization or no provincial organization exists, the National Council shall direct the members in that province or region

- a. to select and appoint their delegates to the National Assembly, or
- b. to convene a meeting and amongst their ranks select and appoint their delegates to the National Assembly.

Procedures

Section 6. The National Council may establish procedures regarding the selection and appointment of delegates under section 5 of this Article.

Alternative Delegates

Section 7. Alternate delegates may also be appointed by a recognised organization or members under section 4 and 5 of this Article.

Councillors Deemed Delegates

Section 8. All councillors in office at the time of the meeting of the National Assembly shall be deemed delegates at the National Assembly and shall be included in the total number of delegates of the province or region in which they reside.

Voting

Section 9. Each delegate appointed to the National Assembly shall be entitled to one vote in every question before the National Assembly and the exercise of such vote shall be assignable by way of proxy or otherwise.

Section 10 Where a delegate is not present at the meeting of the National Assembly, the alternate delegate appointed by the recognised provincial organization or member, as the case may be, shall take his place and stand and vote in the absence of the delegate.

Redistribution

Section 11. Where a province or a region has failed to select and appoint delegates to the National Assembly as provided by Section 3 of this Article, the National Council has the authority and the sole and absolute discretion to redistribute the number of delegates assigned to those provinces or regions and assigned as an addition number to any province or region that has appointed delegates.

ARTICLE 17. CONVENTIONS

Timing of Annual Convention

Section 1. There shall be an annual convention of delegates of the National Assembly at such time and place as shall be determined by the National Council, being no later than fifteen (15) months following the last annual convention.

Annual Conventions

Section 2. A majority of the councillors or the President shall have the power to call annual conventions of the members and establish the business to be transacted at such annual convention.

Special Conventions

Section 3. Special conventions shall be called by the Secretary

- a. on the written direction of the President;
- b. by a special resolution of the National Council; or
- c. upon written petition of three (3) recognised provincial organizations in good standing.

Section 4. The National Council shall call a special convention of the National Assembly in accordance with the Act on written requisition of the members in good standing and carrying not less than thirty-three (33) percent of the votes that may be cast at a convention. If the National Council does not call a convention within twenty-one (21) days of receiving the requisition, any member in good standing who has signed the requisition may call the convention.

Electronic Conventions

Section 5. Conventions may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting of the National Assembly. The National Council may establish procedures regarding holding of conventions by such means.

ARTICLE 18. NOTICES

Notice to Members

Section 1. A notice shall be sent by the Secretary to any recognised provincial organization in good standing and where there is no recognised provincial organization or no provincial organization to the members in good standing in those provinces or regions and any other member or person as authorised by this Constitution.

Section 2. The notice shall be sent by ordinary mail or electronic or other communication facility to the member specified in Article 16 and such notice shall be at least ninety (90) days before the day on which the convention is to be held.

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

Rules and Procedures

Section 4. The National Council may establish rules and procedures regarding the proper notification and inclusion of business to be brought before the annual convention of the National Assembly by any member or delegate.

Urgent or Extraordinary Matters

Section 5. Despite the provisions of this Article, the delegates present at the annual convention of the National Assembly by unanimous consent may agree to allow any delegate to submit urgent or extraordinary matters to be considered at the annual convention of the National Assembly.

Special Conventions

Section 6. Notice of any special convention 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 any special convention of the National Assembly other than those specified in the notice.

Notification of Electronic Conventions

Section 8. Where the National Council has chosen to hold an annual or special convention of the National Assembly by electronic means, the notice provisions of section 2 of this Article are set aside and do not apply. The Secretary shall give notice of the convention during a period of twenty-one (21) to thirty-five (35) days before the day on which the convention is to be held.

Service

Section 9. 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 Congress, or if no address be given then to the last address of such member or person known to the Secretary.

Computation of Time

Section 10. In computing the date when notice must be given under any provision requiring a specific 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.

Error or Omission in Giving Notice

Section 11. The accidental omission to give notice of any convention of the National 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 convention of the National Assembly.

Waiver of Notice

Section 12. A member, councillor and any other person entitled to attend a convention of the National Assembly may waive notice of a convention of the National Assembly, any irregularity in a notice of a convention of the National Assembly, or any irregularity in a convention of the National Assembly. Such waiver may be waived in any manner and may be given at any time either before or after the convention to which the waiver relates. Waiver of any notice of a convention of the National 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

Section 13. The only persons entitled to be present at a convention of the National Assembly are those persons entitled to vote at the convention, 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 convention. Any other person may be admitted only with the consent of the National Council, the President or the speaker of a convention or by the unanimous consent of the persons present who are entitled to vote at the convention.

ARTICLE 19. QUORUM, VOTING AND ADJOURNMENT

Quorum

Section 1. A quorum for the transaction of business at any annual or special convention of the National Assembly shall be one-third (1/3) of the registered delegates to the convention.

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

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

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 convention and quorum is maintained throughout the meeting.

Manner of Voting

Section 5. Any question at a convention of the National Assembly shall be decided by a show of hands, unless a ballot on the question is required or demanded. The requirement of demand for a ballot may be made either or 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 convention directs. It may be withdrawn at any time prior to taking of the ballot. The result of such ballot shall be the decision of the delegates upon the question.

Section 6. Whenever a vote by show of hands is taken on a question, unless a ballot is required or demanded, a declaration by the Speaker of the convention 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 favour of or against the question.

Section 7. Each delegate present at a convention shall be entitled to one (1) vote on any question arising at the convention of the National Assembly.

Votes to Govern

Section 8. Any question at a convention of the National 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, the Speaker of the convention is entitled to a second or casting vote.

Adjournment

Section 9. The Speaker at any convention of the National Assembly may, with the consent of the delegates present and subject to such conditions as the delegates present may decide adjourn the convention 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 convention of the National Assembly and all proceedings before the meeting shall come to an end.

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

ARTICLE 20. SPEAKER OF THE NATIONAL ASSEMBLY

Section 1. At each annual or special convention of the National Assembly, the delegates shall elect or appoint a Speaker to preside and conduct the convention of the National Assembly.

Section 2. Subject to an appeal to the convention, 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 convention, 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 conventions of the National Assembly shall be **Robert's Rules of Order**.

ARTICLE 21. NATIONAL COUNCIL

Governance and Management of the Congress

Section 1. The property, business and affairs of the Congress shall be administered and managed by the National Council.

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

Accountability

Section 3. The National Council is accountable to the National Assembly for its actions and decisions. The National Council collectively is responsible for governance and management of the Congress and has a duty to establish governing policy and to provide direction and leadership for the Congress. In exercising its governance function, the National Council is guided and takes into account the mission, vision, values, principles and the objects under which the Congress was created. The National Council is empowered and may exercise all such other powers and functions and do all such other acts and things as the Congress is by its Constitution, Articles or otherwise may be authorised to exercise and do under statute.

Powers and Duties

Section 4. The National Council has the powers of the Congress, except as stated in the Act or this Constitution. The National Council is empowered to:

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

Composition

Section 5. The National Council shall consist of the immediate past president and twenty-nine (29) elected persons by and from the National Assembly as follows:

- a. Nine (9) persons who are delegates from Ontario;
- b. Seven (7) persons who are delegates from Quebec;
- c. Three (3) persons who are delegates from British Columbia;
- d. Two (2) persons who are delegates from Alberta;
- e. Two (2) persons who are delegates from Atlantic Canada;
- f. Two (2) persons who are delegates from Manitoba;
- g. One (1) person who is a delegate from Saskatchewan;
- h. Three (3) persons who are delegates of the individual members who live and reside outside Canada.

Section 6. Where a province has failed to attend the convention at which the election of councillors is to take place, the National Council in its sole discretion and by special resolution may alter the composition and assign the seats such province is allocated to under section 5 of this Article to one or more other provinces or regions.

Section 7. The failure to elect a person to the National Council as provided in section 5 of this Article, does not invalidate the composition of the National Council, or impair the power of the National Council and so long as quorum remains in the office, the National Council 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 National Council provided that he:

- a. has been a resident of the province for which he seeks election for at least one (1) prior to election;
- b. is a Canadian citizen or a permanent resident and is resident Canadian within the meaning of the **Income Tax Act (Canada)**, as amended from time to time;
- c. is at least eighteen (18) years of age; and,
- d. 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 National Council or sit or vote therein who is, or becomes:

- a. a member of the House of Commons or Senate of Canada;
- b. a member of a Legislative Assembly;
- c. a member of a municipal council or school board;
- d. found to be a mentally incompetent person or incapable of managing property by a court order of a provincial law;
- e. an undischarged bankrupt;
- f. an employee of the Congress; or
- g. convicted of an offense under the **Criminal Code of Canada** as amended from time to time.

Election and Term of Councillors

Section 3. The councillors 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 councillor whose term has expired shall be eligible for re-election, if they are otherwise qualified to hold office.

Secret Ballot

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

Election Rules and Regulations

Section 6. The National Council, by resolution, prescribes 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 National Council, the National Council shall meet and elect from amongst its members the following officers:

- a. President;
- b. Executive Vice-President;
- c. Vice-President, Administration and Secretary;
- d. Vice-President, Communications and Social Media;
- e. Vice-President, Cultural and Social Development
- f. Vice-President, Finance and Treasurer;
- g. Vice-President, Governmental and Public Affairs; and

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

Multiple Offices, Additional duties, new officers

Section 2. The National Council in its sole discretion may

- a. elect or appoint a councillor 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 prescribe their title, duties, functions and mandate.

Term of Officers

Section 3. The officers elected or appointed under this Article shall hold office for the term of the National Council 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.

Section 4. The President may only serve for three (3) consecutive terms, but he may be re-elected, if eligible, for more terms provided he does not serve for more than three (3) consecutive terms after being elected or re-elected.

ARTICLE 24. MEETINGS, QUORUM, VOTING, VACANCIES

Place of Meetings

Section 1. Meetings of the National Council may be held at place in Canada, as from time to time the National Council determines.

Electronic Meeting

Section 2. A meeting of the National Council may be held by a conference call or other electronic means. Councillors who participate in this call are considered present for the purpose of the meeting.

Calling of Meetings

Section 3. The President, or any three (3) councillors, may call a meeting of the National Council at any time. The three (3) or more councillors may request the President to call a meeting of the National Council. The request shall be in writing and specify the purpose of the meeting. Meetings of councillors will be held at any time and place as the person calling the meeting determines.

Regular Meetings

Section 4. The councillors may establish regular meetings of the National Council. Any resolution establishing such meetings will specify the date, times and places of the regular meetings and will be sent to each councillor.

Notice of Meetings

Section 5. Notice of the time and place of each meeting of councillors will be given to each councillor not less than three (3) days before the time of the meeting.

Section 6. No notice of meeting is required for any regular scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting.

Section 7. No notice is required for the first meeting of the newly-elected members of the National Council provided such provide quorum is present and such meeting is held forthwith upon its constitution.

Errors or Omissions

Section 8. The accidental omission to give notice of any meeting of the councillors 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.

Waiver of Notice

Section 9. A councillor may waive notice of a meeting of councillors. Any irregularity in a notice of meeting of councillors or any irregularity in a meeting of councillors. 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 councillors cures any irregularity in the notice, any default in the giving of the notice and any default in the timelines of the notice.

Quorum

Section 10. One-third (1/3) of the number of councillors in office constitutes a quorum of the councillors. Notwithstanding any vacancy among the councillors, a quorum of councillors may exercise all the powers of the councillors.

Votes to Govern

Section 11. Unless otherwise specified by the Act or this Constitution, at all meetings of the councillors, every question shall be decided by a majority the votes cast. In case of an equality of votes, the chair of the meeting is entitled to a second or casting vote.

Vacancies

Section 12. If a vacancy on the National Council exists for whatever reason or however the vacancy occurs, and there remains a quorum of councillors in office, the vacancy shall be fill by the National Council on the recommendation of the President.

Section 13. The President shall consult with the recognised provincial organization or the members where no recognised provincial organization exists, to which the vacancy relates, and such appointment should be limited to persons residing in such province or region.

Section 14. A councillor appointed or elected to fill the vacancy shall hold office for the unexpired term of his predecessor.

Section 15. Where there is not a quorum of councillors, the remaining councillors shall forthwith call a meeting of the National Assembly to fill the vacancy, and such election should be limited to persons residing in such province or region.

President

Section 16. Where a vacancy occurs in the office of the President as a result of death, resignation, permanent disability, or any other cause, the National Council shall convene a meeting forthwith for the purpose of election a new President from among its members.

ARTICLE 25. EXECUTIVE COMMITTEE

Composition

Section 1. There shall be an Executive Committee of the National Council consisting of the officers of the Congress elected or appointed under section 1 of Article 23 and the immediate past president in office.

Powers and Duties

Section 2. The Executive Committee shall be the governing body of the Congress between meetings of the National Council.

Section 3. The Executive Committee is empowered and has the authority in its sole discretion to exercise all the powers of the National Council respecting the management, administration and direction of the affairs and business of the Congress in such manner as the Executive Committee shall deem best for the interests of the Congress.

Section 4. The Executive Committee is further authorised to exercise any duty or function as prescribed by this Constitution, or specifically delegated to it by the National Council

Report to National Council

Section 5. The Executive Committee shall report all the business transacted at its meetings to the next meeting of the National Council.

Place of Meetings

Section 6. Meetings of the Executive Committee shall be held at any place in Canada.

Electronic Meeting

Section 7. A meeting of the Executive Committee may be held by a conference call or other electronic means. The members of the Executive Committee who participate in this call are considered present for the purpose of the meeting.

Calling of Meetings

Section 8. The President or any three (3) of the members of the Executive Committee may call any meeting of the Executive Committee.

Notice of Meetings

Section 9. A notice shall be sent to each member of the Executive Committee at least three (3) days prior to each meeting and such notice shall specify the time, date place where such meeting shall be held and the nature of business to be transacted.

Errors or Omissions

Section 10. The accidental omission to give notice of any meeting of the members of the Executive Committee 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.

Waiver of Notice

Section 11. A member of the Executive Committee may waive notice of a meeting of the Executive Committee. Any irregularity in a notice of meeting of members of the Executive Committee or any irregularity in a meeting of members of the Executive Committee. 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 councillors cures any irregularity in the notice, any default in the giving of the notice and any default in the timelines of the notice.

Regular Meetings

Section 12. The members of the Executive Committee may appoint a day or days in any month or months, for regular meetings, at any stated hour and for such regular meetings no notice need to be sent.

Quorum

Section 13. Four (4) members of the Executive Committee and the President or the Executive Vice-President constitute quorum, notwithstanding any vacancy among the members, a quorum of members may exercise all the powers and functions of the Executive Committee.

Voting

Section 14. Each member of the Executive Committee shall have one (1) vote on every question at any meeting of the Executive Committee.

Votes to Govern

Section 15. Unless otherwise specified by this Constitution, or special resolution of the National Council, at all meetings of the members of the Executive Committee, every question shall be decided by a majority the votes cast. In case of an equality of votes, the presiding officer of the meeting is entitled to a second or casting vote.

ARTICLE 26. FUNCTION AND DUTIES OF OFFICERS

General

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

Immediate Past President

Section 2. The Immediate Past President of the Congress, if not elected at the time of the election of the members of the National Council, shall also be an officer and councillor of the Congress. The appointment of the Immediate Past President shall be automatic and not conditional on an election. The length and tenure of the Immediate Past President's term shall be the same of the length and tenure of the National Council.

Powers and Duties

Section 3. Unless the National Council, 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 National Council. The National Council may, from time to time, vary, add to, or limit the powers and duties of any officer.

President

Presiding Officer

Section 4. The President, when present, shall preside as chairperson at all meetings of the National Council and the Executive Committee.

Chief Executive Officer and Representative

Section 5. The President shall be the Chief Executive Officer, official representative and spokesperson of the Congress.

Manage and Supervise

Section 6. The President shall have general powers and duties of supervision of the Congress and including but not limited to, direct, supervise and manage the affairs, activities and work of the Congress.

Section 7. The President shall ensure that all orders and resolutions of the National Council and the National Assembly are carried into effect, and that the President and the Secretary, or other officer appointed by the National Council shall sign all By-Laws and other documents requiring the signature of the officers of the Congress.

Ex-Officio

Section 8. The President shall be an ex-officio voting member of any committee or other body established by the Congress.

Annual Report

Section 9. The President shall prepare and submit to the members of the National Council and the National Assembly an annual report on the affairs, activities and work of the Congress.

Executive Vice-President

Deputy President and Deputy Chief Executive Officer

Section 10. The Executive Vice-President shall be the deputy president and deputy chief executive officer of the Congress and shall assist the President in the exercise of his duties.

Acting President

Section 11. If the President is absent for any reason or the President's office is vacant, the Executive Vice-President shall act as such and have the powers, functions and duties of the President.

Vice-President, Administration and Secretary

Chief Administrative Officer

Section 12. The Vice-President, Administration and Secretary, shall be the chief administrative officer of the Congress and shall coordinate and supervise all matters relating to the administration, internal affairs and operations of the Congress.

Custodian of Documents

Section 13. The Vice-President, Administration and Secretary, shall be

- a. the custodian of all documents of the Congress;
- b. responsible for issuing notices and other documents as provided by this Constitution or required by to be issued by National Council or the Executive Committee; and
- c. responsible for recording the proceedings and decisions of the National Assembly, National Council and the Executive Committee.

Administration and Membership Committee Chair

Section 14. The Vice-President, Administration and Secretary, shall be the chair of the Standing Committee on Administration and Membership.

Delegation of Functions

Section 15. Subject to the approval of the National Council, the Vice-President, Administration and Secretary, may delegate, in writing, any of his administrative functions or duties to any member of the National Council or to employees of the Congress.

Annual Report

Section 16. The Vice-President, Administration and Secretary, shall prepare and submit to the members of the National Council and the National Assembly an annual report on the internal affairs and operations, and membership matters, any, of the Congress.

Vice-President, Communications and Social Media

Section 17. The Vice-President, Communications and Social Media shall be responsible for

- a. advancing and promoting the interests of the Congress through effective communication means, including social media;
- b. developing internal and external communication programs that effectively communicate Congress messages to inform, educate and mobilize public support for its activities and events using social media mechanisms; and
- c. overseeing, monitoring and managing of social media forums.

Communications and Social Media Committee Chair

Section 18. The Vice-President, Communications and Social Media, shall be the chair of the Standing Committee on Communication and Social Media.

Vice-President, Finance and Treasurer

Chief Financial Officer

Section 19. The Vice-President, Finance and Treasurer, shall be the chief financial officer and be responsible for the financial administration and management of the Congress and, without restricting the generality of the foregoing, the Vice-President, Finance and Treasurer, shall:

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

Delegation of Functions

Section 20. Subject to the approval of the National Council, the Vice-President, Finance and Treasurer, may delegate, in writing, any of his functions or duties to any member of the National Council or to employees of the Congress.

Financial Report

Section 21. The Vice-President, Finance and Treasurer, shall prepare and submit to the members of the National Council and the National Assembly a financial report for the previous financial year of the Congress.

Vice-President, Governmental and Public Affairs

Section 22. The Vice-President, Governmental and Public Affairs, shall be responsible for

- d. advancing and promoting the interests of the Hellenic community and working with elected representatives at all levels of government on domestic and foreign policy issues that affect Hellenic Canadians, including international organizations and other governmental authorities; and
- e. monitoring and managing of media and public issues, including developing and implementing a communication and public affairs strategy.

Government and Public Affairs Committee Chair

Section 23. The Vice-President, Government and Public Affairs, shall be the chair of the Standing Committee on Government and Public Affairs.

Vice-President, Cultural and Social Development

Section 24. The Vice-President, Cultural and Social Development shall be responsible for

- a. overseeing the development and implementation of policies and programs relating to the promoting of Hellenic culture, heritage, and language;
- b. monitoring socio-economic issues; and
- c. policy formulation that aims to advance the interests of Hellenes in Canada.

Cultural and Social Development Committee Chair

Section 25. The Vice-President, Cultural and Social Development, shall be the chair of the Standing Committee on Cultural and Social Development.

Other Duties of Vice Presidents

Section 26. Each Vice-President shall carry out such other duties and functions and exercise such other powers as may from time to time be assigned to him by the President or the National Council.

ARTICLE 27. CONFIDENTIALITY AND CONFLICT OF INTERESTS

Confidentiality

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

Section 2. No councillor shall divulge confidential information obtained as a result of his position, unless legally required to do so, nor shall the councillor employ such information for his own benefit.

Section 3. Every councillor shall sign a confidentiality agreement to this effect on taking office. The councillor's confidentiality conditions continued for a period of two (2) years from the date his tenure on the National Council or committee has ended.

Conflict of Interest

Section 4. A conflict of interest includes, without limitation, the following two areas that may give rise to a conflict of interest for the councillors of the Congress, namely:

- a. Pecuniary or financial interest – when the councillor stands to gain by a National Council decision, either in the form of money, gifts, favours, gratuities, or other special considerations; or
- b. Adverse interest – when a councillor is a party to a claim, application or proceeding against the Congress.

Personal Benefit

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

Use of Profits and Assets

Section 6. Any profits or assets of the Congress shall be used solely to fulfill the objects of the Congress.

Accounting

Section 7. If the Congress discovers that this conflict of interest provision has been breached by a councillor then that person shall be liable to account to the Congress 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 councillor of the Congress who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Congress 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 councillor attend any part of the meeting of the National Council or vote on any resolution to approve such contract or arrangement.

Duty of Care

Section 9. Every councillor of the Congress in exercising his powers and discharging his duties shall

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

Remuneration and Reimbursement of Expenses

Section 10. The councillors shall serve as such without remuneration or compensation and no councillor shall directly or indirectly receive any profit from occupying the position of councillor, provided that:

- a. councillors may be reimbursed for reasonable expenses they incurred in the performance of their councillors' duties;

- b. councillors may be paid remuneration and reimbursed for expenses incurred in connection with service they provide to the Congress in their capacity other than as councillors, provided that the amount of any such remuneration or reimbursement is:
 - 1. considered reasonable by the National Council;
 - 2. approved by the National Council for payment by resolution passed before such payment is made; and
 - 3. in compliance with the conflict of interest provisions of the Act.

Application to officers, etc.

Section 11. The provisions of this Article apply, with necessary modifications, to officers, committee members, employees or members of the Congress.

ARTICLE 28. DISCIPLINE OF COUNCILLORS AND OFFICERS

National Council Authority

Section 1. The National Council shall have authority to remove any councillor of the Congress 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 Congress;
- b. carrying out any conduct which may be detrimental to the Congress as determined by the National Council in its sole discretion; or
- c. for any other reason that the National Council in its sole and absolute discretion considers to be reasonable, having regard the purpose of the Congress.

Procedure

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

Opportunity to Respond

Section 3. The councillor may make written submissions to the Secretary in response to the notice received with such thirty (30) day period.

Section 4. In the event that no written submissions are received by the Secretary, the Secretary may proceed to notify the councillor or officer that the councillor is removed from its membership.

Written Submissions

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

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

Final Decision

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

Right of Appeal

Section 8. A councillor, who has been removed from office by the National Council, has the right to appeal to the upcoming annual meeting of the National Assembly. The councillor has to file an appeal with the Secretary within fifteen (15) days of receipt of the decision of the National Council.

Section 9. A councillor or officer who is removed from office by the National Council, remains removed and cannot attend National Council or committee meetings or any proceedings until the National Assembly has met and has dispose 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 National Council. The decision of the National Assembly is final.

Section 10. Where the National Assembly has upheld the decision of the National Council to remove the councillor from the membership of the National Council, the National Assembly may elect a delegate as a replacement for the remainder of the term of the councillor who has been removed, and such election should be limited to persons residing in such province or region as the removed councillor.

Restriction

Section 11. Where a councillor's term has ended under this Article, the councillor may not seek election until a period of twenty-four (24) months has elapsed from the date of the annual meeting of the National Assembly to which he was removed from office.

Definition

Section 12. For the purposes of this Article, the term "councillor" includes officer.

ARTICLE 29. RESIGNATION, REMOVAL OF COUNCILLORS AND VACATION OF OFFICE

Resignation

Section 1. A councillor 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 National Assembly may remove any councillor or officer from office before the end of his term for one or more of the following reasons:

- a. failure to act as councillor or 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 Congress;
- d. acts or works contrary to the objects, aims, purposes and values of the Congress or seeks to interfere with the ability of the Congress to function effectively; or
- e. engages in behavior which is harmful to the welfare or best interests of the Congress.

Procedure

Section 3. The National Assembly may by a resolution passed by two-thirds (2/3) of votes cast at an annual or special convention, 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 convention, remove from office any councillor or officer 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 councillor shall be automatically vacated upon the occurrence of any of the following events:

- a. if a receiving order is made against him or he makes an assignment under the Bankruptcy Act;
- b. an order is made declaring him to be mentally incompetent person or if incapable of managing his affairs;
- c. if he lost his Canadian residence;
- d. if he was convicted of an offence under the **Criminal Code (Canada)**, as amended from time to time;
- e. if he has neglected or refused to accept the office to which he has been elected or appointed to;
- f. if he has refused to act as a councillor;
- g. if he has failed to attend three (3) consecutive meetings of the National Council, without being authorised to do so by the National Council. Such resolution may be have retroactive application;
- h. if by notice in writing to the Secretary he resigns his office; or
- i. if he dies.

Application to Committee Members

Section 5. The provisions of Section 4 of this Article apply, with necessary modification as applicable, to members of commissions or committees created under this Constitution.

ARTICLE 30. PROTECTION OF COUNCILLORS AND OFFICERS

Limitations of liability

Section 1. No councillor, officer, employee or committee member of the Congress shall be liable for the acts, receipts, neglects or defaults of any other councillor, officer, employee or committee member or for any loss,

damage or expense happening to the Congress through the insufficiency or deficiency of title to any property acquired by order of the National Council for or on behalf of the Congress, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Congress shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person, firm or Congress with whom any moneys or securities of the Congress shall be deposited, or for any loss, damaged or misfortune whatever which may happen in the execution of duties of his respective office or trust provided that such councillor, officer, employee or committee member has complied with the Act and the Congress' Articles, Constitution and By-Laws and has exercised his powers and discharged his duties in accordance with the Act.

Section 2. Assets belonging to the Congress, or for any loss occasioned by any error of judgment or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own willful neglect or default.

Section 3. The National Council may, from time to time, cause the Congress to give indemnities to any councillor, officer, or other person who has undertaken or is about to undertake any liability on behalf of the Congress and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Congress by way of security. Any such action taken, from time to time, by the National Council shall not require approval or confirmation by the members.

Indemnity

Section 4. All councillors, officers and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Congress, from and against:

- a. All costs, charges and expenses whatsoever which such councillor sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such councillor, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such councillor or officer in or about the execution of the duties of his office; and
- b. All other costs, charges and expenses that such councillor sustains or incurs in or about or in relation to the affairs of the

Congress, except such costs, charges or expenses as are occasioned by the willful neglect or default of such councillor or officer.

Validity of Actions

Section 5. No act or proceeding of any councillor, officer or the National Council shall be deemed invalid or ineffective by reason or the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such councillor, officer or the National Council.

Councillors' reliance

Section 6. Councillors may rely upon the accuracy of any statement or report prepared by the Congress'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 7. The Congress may purchase and maintain insurance for a councillor, officer or committee member of the Congress against any liability incurred by the councillor, officer or committee member, in the capacity as a councillor, officer or committee member of the Congress, except where the liability relates to the councillor's, officer's or committee member's failure to act honestly and in good faith with a view to the best interests of the Congress.

ARTICLE 31. COMMISSIONS AND COMMITTEES

General

Section 1. The National Council may from time to time establish and constitute commissions or committees as it deems necessary in order to administer, manage or assist with carrying on the affairs and business of the Congress and shall prescribe the composition, mandate, duties, and functions, and appointment and functions of officers of each such commission or committee.

Composition

Section 2. Commission or committee members need not be councillors, save and except that the chair and the vice-chair of each commission or committee shall be a councillor. Subject to the approval of the National

Council, the chair of each commission or committee may nominate individuals to the membership of his commission or committee as he sees fit and in accordance with this Constitution. Commission or 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 3. Unless the National Council otherwise determines, a majority of the members of each commission or committee shall constitute quorum for the transactions of business, and the minutes of each commission or committee meeting shall be maintained and a copy provided to the Secretary.

Votes to Govern

Section 4. Matters before each commission or committee shall be decided by a majority of the votes cast. The chair shall have a second or casting vote.

Section 5. No report or decision of any commission or committee shall have force and effect unless adopted or ratified by the National Council.

Removal

Section 6. The National Council at any time may remove any commission or committee member with or without cause and may appoint another person in his place and stead for the remaining of the term.

Rules and Regulations

Section 7. The National Council may, by 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 commission or committee;
- b. governing the calling, holding and conduction of meetings of a commission or 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 commission or committee.

ARTICLE 32. STANDING COMMITTEES

Section 1. There shall be an Administration and Membership Committee, a Communications and Social Media Committee, Governmental and Public Affairs, Dispute Resolution Committee, Fund Raising Committee, Finance and Audit Committee, and Governance and Nominations Committee.

Administration and Membership Committee

Section 2. The Administration and Membership Committee shall have the general responsibility for the administrative operations of the Congress, and prepare and implement administrative policies and procedures for the internal operations of the Congress.

Section 3. The Administration and Membership Committee shall have responsibility for reviewing and examining all membership applications and determine whether or not an organization or individual applying for membership in the Congress meets the criteria stipulated in this Constitution and any guidelines of the National Council, and report its findings and determination to National Council.

Communications and Social Media Committee

Section 4. The Communications and Social Media Committee shall have the responsibility to

- a. Coordinate digital communication efforts across all areas of the Congress, to and for Congress' constituents and audiences
- b. Keep finger on the pulse and innovative platforms, channels and digital initiatives to creatively and effectively present the Congress' content to internal and external audiences.
- c. Oversee teams responsible for content, design, analytics, and maintenance of website, social media outlets, and other related digital spaces, including but not limited to email messaging, mobile apps and blogs.
- d. Provide leadership in understanding and establishing long-term goals, policies, procedures, guidelines relating to digital communications for the Congress; identify and adopt most effective new technologies and content-delivery; establish policies and guidelines to standardized best practices across the Congress in web presentation, broadcast email marketing, social media outreach, and all other digital communications.
- e. Regularly monitor political, policy, and public sentiment around key issues and trends affecting the Congress, and tailor campaigns to anticipate and respond, as needed.

- f. Ensure information is timely disseminated both internally and externally.

Dispute Resolution Committee

Section 5. The Dispute Resolution Committee shall have the responsibility to resolve disputes or controversies among members, councillors, officers, committee members, or volunteers of the Congress arising out of or related to the Articles, this Constitution or By-Laws, or out of any aspect of the operations of the Congress in accordance with Article 32.

Fund Raising Committee

Section 6. The Fund Raising Committee shall be responsible for generating the resources needed to carry out the objects and work of the Congress. The Fund Raising Committee will take on a leadership role for the planning and coordinating of revenue-generating strategies.

Section 7. The Fund Raising Committee will be responsible for seeking out donors and sponsors, organizing fundraising events, applying for grants and for promoting donations and gifts to the Congress.

Cultural and Social Development Committee

Section 8. The Cultural and Social Development Committees shall have the responsibility for the development and review of policies and programs relating to economic, social, cultural, educational, health and related matters and, without restricting the generality of the foregoing, the Committee may

- a. Make or initiate studies and reports;
- b. Monitor social development issues;
- c. Coordinate the activities of specialized agencies through consultation with and recommendations to such agencies; and
- d. Organize conferences on matters falling within its jurisdiction.

Finance and Audit Committee

Section 9. The Finance and Audit Committee shall be responsible for overseeing the management Congress' finances, including monitoring and assessing the effectiveness of such financial controls.

Section 10. The Finance and Audit Committee shall report to the National Council 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 11. The Finance and 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 Congress' finances and report to the National Council on such matters, including making recommendations for improving the controls over the financial administration.

Governmental and Public Affairs Committee

Section 12. The Governmental and Public Affairs Committee shall be responsible for the development of governmental relations and communications and public affairs strategy that promotes and enhances the goals and aims of Congress within the Hellenic community and the public at large and, without restricting the generality of the foregoing, the Committee shall,

- a. oversee governmental relations with elected and other key decision makers relating to domestic and international policy issues affecting Hellenic Canadians, and Hellenes in general;
- b. monitor and analyze political developments that concern the Hellenic community;
- c. prepare or initiate studies and reports on emerging issues;
- d. organize programs that enhance Hellenism, including community interactions with political sector;
- e. develop, enhance and cultivate alliances with ethno-cultural community organizations and special interest groups that share common values and goals;
- f. strengthen relationships efforts with key decision makers in other communities on issues pertaining to the Hellenic agenda;
- g. develop, implement, monitor and evaluate methods of communication that best serves the interests of the Hellenic community;
- h. identify and assess marketing strategies;
- i. monitor electronic and print media so as to ensure that the Hellenic community's interests are fairly and adequately represented;
- j. conduct research and collect data; and
- k. liaise with media organizations.

Governance and Nominations Committee

Section 13. 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.

Section 14. The Governance and Nominations Committee shall be responsible for Board and committee assessment, advocacy, process improvement, risk management and legislative, regulatory and government policy compliance.

Section 15. The Governance and Nominations Committee will ensure the constant vigour and effectiveness of the full National Council and the work it performs for the Congress.

Section 16. The Governance and Nominations Committee, in an election year, shall actively seek and recruit candidates for the National Council. Subject to the approval of the National Council, the Committee shall be authorised to establish rules and procedures for selecting candidates for the office of councillor and shall report its list of candidates to the National Assembly.

Committee Composition

Section 17. Subject to this Constitution, the Standing Committees shall consist of a chair, vice-chair and one or more members appointed by the National Council.

Section 18. The National Council may, by special resolution, merge or combine the functions or responsibilities of one or more Standing Committees and renamed the committee 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 Committees shall perform such other duties or functions as may be assigned to them by the National Council.

ARTICLE 33. DISPUTE RESOLUTION

General

Section 1. Disputes or controversies among members, councillors, officers, committee members, or volunteers of the Congress are as much as possible to be resolved in accordance with the provisions of this Article.

Section 2. In the event that a dispute or controversy among members, councillors, officers, committee members, or volunteers of the Congress arising out of or related to the Articles, this Constitution or By-Laws, or out of any aspect of the operations of the Congress is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, councillors, officers, committee members, or volunteers of the Congress as set out in Act, Articles, this Constitution or By-Laws, and as alternative to such person instituting a law suit or legal action such dispute or controversy shall be settled by a process of dispute resolution as set out herein.

Dispute Resolution Committee

Section 3. The dispute or controversy shall first be submitted to the Dispute Resolution Committee. The Committee will meet with the parties in question in an attempt to resolve the dispute. Committee meetings with the parties shall be held in camera and all proceedings shall be kept confidential save and except when the Committee reports to the National Council on whether or not the dispute is resolved.

Mediation

Section 4. If the parties are not successful in resolving the dispute through the Dispute Resolution Committee, then the parties agree that the dispute be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

Section 5. The number of mediators may be reduced from three to one or two upon agreement of the parties.

Arbitration

Section 6. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred in section 3 of this Article, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Congress is situated or as otherwise agreed upon by the parties to the dispute.

Section 7. The parties agree that proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind.

The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law, or mixed fact and law.

Costs

Section 8. All costs of the mediators appointed in accordance with section 4 of this Article shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with section 5 of this Article shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 34. BUSINESS OF THE CONGRESS

Head Office

Section 1. The head office of the Congress shall be located in the Province of Ontario and at such place therein as the National Council may from time to time determine.

Corporate Seal

Section 2. Unless changed in accordance with the Act, the corporate seal for the Congress shall be in the form impressed thereon.

Register

Section 3. The books of the Congress 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 National Council shall ensure that all necessary books and records of the Congress required by the Act, any applicable statute or law, this Constitution or By-Law of the Congress are regularly and properly kept.

Financial Year

Section 5. Until otherwise ordered by the National Council, the financial year of the Congress shall end on the last day of December in each year.

Banking arrangements

Section 6. The banking business of the Congress shall be transacted with such banks or other banking financial institutions as may from time to time be designated by or under the authority of the National Council. Such banking business or any part thereof shall be transacted under such agreement, instructions and delegations of powers as the National Council may from time to time prescribe or authorize.

Signing Authority and Execution of Documents

Section 7. Unless otherwise determine by the National Council, the signing authorities for the Congress 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 Congress.

Section 8. Notwithstanding any provision to the contrary contained in this Constitution or By-Laws, the National Council may at any time by special resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Congress may or shall be executed. Any person authorised to sign any document may affix the corporate seal to the document. A councillor or officer may certify a copy of any instrument, resolution, By-Law or other document of the Congress to be a true copy thereof.

Borrowing Powers

Section 9. If authorised by a By-Law, duly passed by the members of the National Council and confirmed by a special resolution of the delegates of the National Assembly, the councillors of the Congress may from time:

- a. borrow money upon credit of the Congress;
- b. limit or increase the amount to be borrowed;
- c. issue, reissue, sell, pledge or hypothecate debt obligations of the Congress; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Congress, owned or subsequently acquired, to secure any debt obligation of the Congress.

Annual Operating Budget

Section 10. At each annual meeting of the National Assembly, the National Council shall submit an operating budget for the calendar year and all expenditures shall be made in accordance with the budget.

Section 11. Where a budget has not been approved by the National Assembly, the President and the National Council are authorised to spend such sums of money as are necessary to meet the obligations or to advance the objects of the Congress subject in each calendar year and report on such expenditures at the next annual meeting of the National Assembly.

Appointment of Auditor

Section 12. Subject to the provisions of the Act, at each annual meeting of the National Assembly shall appoint one or more auditors to audit the accounts of the Congress, to hold office until the next annual meeting of the National Assembly and if the National Assembly fail to do, the auditor in office shall continue in office until a successor is appointed.

Vacancy and Remuneration

Section 13. The National Council may fill any casual vacancy in the office of auditor but, while a vacancy continues, the surviving or continuing auditor, if any, may act.

Section 14. The National Council shall have the authority to fix the remuneration for the auditor.

Audit

Section 15. After each fiscal year of the Congress and at any other time as the National Council may decide, the books and accounts of the Congress shall be audited by the auditor appointed by the General Assembly at the previous annual meeting.

Section 16. The auditor's report shall be presented to the National Council and the National Assembly.

ARTICLE 35. DISSOLUTION

Section 1. Any property on liquidation of the Congress, after discharge of liabilities, shall be distributed to one or more qualified donees within

the meaning of subsection 248(1) of the Income tax Act, who preferably have similar aims and/or purposes as the Congress.

ARTICLE 36. APPLICATION TO PROVINCIAL ORGANIZATIONS

Section 1. The provisions of this Constitution shall serve as guiding principles to the formation of recognised provincial organizations.

Section 2. The provisions of the membership structure and voting rights of members contained in this Constitution shall apply to provincial organizations as minimum standard from which there shall be no derogation.

Section 3. Provincial organizations may adopt By-Laws for the regulation of their affairs and operations, provided that such By-Laws are consistent with this Constitution.

ARTICLE 37. ENACTMENT OF AND AMENDMENTS TO THE CONSTITUTION

Enactment

Section 1. This Constitution shall be enacted by the National Council and confirmed or sanctioned with or without amendment at the annual meeting of the National Assembly. A two-thirds (2/3) majority vote is required by both the National Council and the National Assembly for this Constitution 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 National Council at a meeting of the National Council 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 National Assembly.

ARTICLE 38. EFFECT OF REPEAL OR AMENDMENT

Section 1. The repeal or amendment of this Constitution, or any By-Law, in whole or in part, shall in any way effect 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 councillors, officers and other persons acting under the Constitution or By-Law repealed or amended in whole or in part shall continue to act as if elected or appointed under the provisions of this Constitution.

ARTICLE 39. REPEAL OF BY-LAW No. 2

Section 1. By-Law No. 2, 1987 and any amendments thereto is hereby repealed in whole from and after coming into force of this Constitution, without prejudice to any action heretofore taken thereunder.

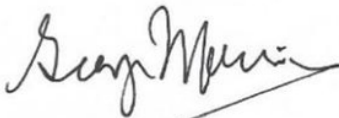
Councillors and Officers Continued

Section 2. The members of the National Council and the officers of the Congress 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 40. FORCE AND EFFECT OF THIS CONSTITUTION

Section 1. This Constitution shall come in force and effect on the day the National Assembly of the Congress has confirmed it with or without variation and from that day forward this Constitution shall be the governing document of the Congress and shall supersede By-Law No. 2, 1987 and any amendments thereto, including any other By-Law enacted pursuant to By-Law No. 2, 1987.

- **PASSED** unanimously by the National Council on the 21st day of February 2016

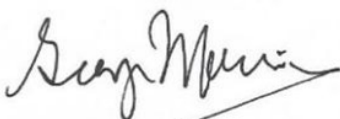


George Manios
Presiding Officer



George Papadakis
Secretary

- **ADOPTED** unanimously by the National Assembly on the 21st day of February 2016




George Manios
Presiding Officer



George Papadakis
Secretary

- **RATIFIED** unanimously by the National Assembly on the 26th day of November 2016

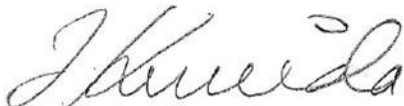


James Kromida, CPA
Speaker of the Assembly



Costas Pappas
Secretary

- **AMENDED** and **RATIFIED** unanimously by the National Assembly on the 28th day of November 2020 (following Court order: Article 7, section 6; Article 13, section 3; Article 19, section 1; Article 21, section 5; Article 22, section 3 and [Article 23], section 4; Article 23, section 1; Article 24, section 10; and Article 36, section 2)



James Kromida, CPA
Speaker of the Assembly



Costas Pappas
Secretary

- ARTICLE AND SECTION NUMBER-SEQUENCING CORRECTION:
January 2023

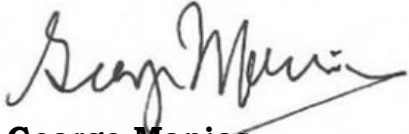


Dr. Theodore Halatsis
President



Pelagia Adamidis
VP-Administration and
Secretary

- By-Law 10-2023 (Amending Article 10, Section 1 b); Article 16, Section 3; Article 21, Section 5) **ADOPTED** unanimously by the National Assembly on the 26th day of November 2023



George Manios
Speaker of the Assembly



Pelagia Adamidis
Secretary