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CONSTITUTION

HELLENIC CANADIAN FEDERATION OF ONTARIO

FEDERATION HELLENIQUE CANADIENNE DE L' ONTARIO • ΕΛΛΗΝΟΚΑΝΑΔΙΚΗ ΟΜΟΣΠΟΝΔΙΑ ΤΟΥ ΟΝΤΑΡΙΟ
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PART II

BY-LAW NO. 1-84: CONSTITUTION

Article 1. INTERPRETATION

Section 1. In this By-Law

1. "Act" means the Corporations Act of the Province of Ontario, the amendments thereto and any successor legislation governing non-profit corporate entities.
2. "Annual Conference" means an annual meeting of the Provincial Assembly.
3. "Chapter" means the Letters Patent as set out in Part I, and amendments thereto.
4. "Committee" means any Standing or Special Committee appointed by the Provincial Council or any other body in accordance with the provisions of this Constitution.
5. "Constitution" means this by-law and amendments thereto.
6. "Corporation" means Hellenic-Canadian Federation of Ontario.
7. "Councillor" means a member of the Provincial Council.
8. "Delegate" means a member of the Provincial Assembly who represents individual members of the Federation.
9. "Executive Committee" means the Executive Committee of the Provincial Council of the Federation.
10. "Federation" means Hellenic-Canadian Federation of Ontario.
11. "Provincial Assembly" means the membership of the Federation as represented by its Voting Members and Councillors.
12. "Provincial Council" means the Board of Directors of the Corporation.
13. "Special Conference" means a meeting of the Provincial Assembly other than an Annual Conference.
14. "Voting Member" means a Delegate or Voting Representative or Councillor.
15. "Voting Representative" means a member of the Provincial Assembly who represents a member organization of the Federation.

General

Section 2. In this Constitution and in all other by-laws and resolutions of the Federation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include individuals, associations, communities, organizations and corporate entities.

Article II. HEAD OFFICE

The head office of the Federation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, at a specific location to be determined from time to time by resolution of the Provincial Council.

Article III. OFFICIAL LANGUAGES

English and Greek

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

Section 2. Everyone shall have the right to use English or Greek in any debate and other proceedings whatever of the Federation.

Section 3. The constitution, by-laws and resolutions of the Federation shall be published in English and Greek.

Right to Receive Services in Either Language

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

English Version to Govern

Section 5. In the event that a conflict arises between the wording of the English and Greek versions of this Constitution or any by-law, resolution, or any publication of the Federation, the English version shall govern.

Article IV. ORGANIZATION AND EXERCISE OF AUTHORITY

Structure and Organization

Section 1. The continuing functions of the Federation shall be carried on by:

- (a) the Provincial Assembly;
- (b) the Provincial Council;
- (c) the Executive Committee; and
- (d) the Standing or Special Committees.

Exercise of Corporate Powers

Section 2. The powers of the Federation shall be exercised by by-law or resolution in accordance with the provisions of the Act and this Constitution.

Article V. MEMBERSHIP

Organizations

Section 1. Subject to Section 3 of this Article, any duly constituted Hellenic-Canadian non-profit organization in the Province of Ontario (hereinafter referred to as "organization") may be a member of the Federation. Without restricting the generality of the foregoing, an organization may include:

- (a) Parish or Unified Parish Communities;
- (b) communities without a religious dimension, namely not providing religious services;
- (c) local and regional associations, organizations and societies;
- (d) cultural, professional and educational organizations; and
- (e) federated entities.

Individuals

Section 2. Any individual who has attained the age of majority and is of Hellenic descent residing in the Province of Ontario or spouse of such individual who is interested in the development of the Hellenic-Canadian Community, shall be entitled to apply for membership in the Federation.

Eligibility and Criteria for Organizations

Section 3. An organization, whether incorporated or not, shall not be eligible for membership or continued membership in the Federation, unless:

- (a) it has existed for a least two (2) years prior to application for membership;
- (b) it is an autonomous, non-auxiliary body. Dance, youth, athletic or women's groups or branches affiliated with an existing organization shall not be eligible;
- (c) it consists of a minimum of at least thirty (30) members in good standing;
- (d) it submits annually a current list of its members in good standing, or audited financial statements for the preceding fiscal year;
- (e) it submits its constitutional documents to the Federation and it has had at least one (1) general meeting of its members within the last fifteen (15) month period prior to application for membership;
- (f) it declares adherence to the objectives of the Federation;
- (g) it does not have objectives and aims which are exclusively partisan politically or is affiliated with any political party;
- (h) its membership in the Federation has been ratified at a general meeting of its members; and
- (i) its application has been approved by the Executive Committee and written notification of such acceptance has been forwarded to it by the Secretary-General or any other officer duly authorized by the Executive Committee, and the membership fees are promptly remitted.

Associate Members

Section 5. Any person who is not otherwise eligible to become a member of the Federation may, upon application to the Provincial Council, become an Associate Member, provided such person adopts the objects of the Federation and pays the prescribed membership fees.

Rights and Privileges of Associate Members

Section 6. Associate Members shall be entitled to all of the rights and privileges of membership in the Federation except the right to vote and/or the right to be elected to hold office within the Federation.

Honourary Members

Section 7. The Provincial Council or the Provincial Assembly may, by resolution, passed by at least two-thirds (2/3) majority, name individuals to be Honourary Members of the Federation in recognition of their active contribution or outstanding service to the Federation or to the Hellenic heritage and culture.

Rights and Privileges of Honourary Members

Section 8. Unless Honourary Members otherwise have voting privileges, they shall be entitled to all the rights and privileges of membership in the Federation but not the right to vote or the right to be elected. Except where an Honourary Member has the right to vote, he shall not be required to pay membership or Annual Conference Fees.

Article VI. POWERS, DUTIES AND COMPOSITION OF THE PROVINCIAL ASSEMBLY

General

Section 1. Subject to the Act, the Charter and by-laws of the Federation, the Provincial Assembly, through its Annual or Special Conferences, shall be the supreme governing body of the Federation.

Powers and Duties

Section 2. Without limiting the generality of Section 1 of this Article, the duties and responsibilities of the Provincial Assembly include the following:

- (a) the election of the members of the Provincial Council;
- (b) the receipt, consideration and approval with modification as it may be deemed necessary, of the annual budget proposed by the Provincial Council;

- (c) the receipt, consideration and approval of amendments to the Letters Patent, Constitution and By-Laws of the Federation in accordance with this Constitution;
- (d) the receipt, consideration and approval of the auditor's report on the financial statements of the Federation;
- (e) the receipt, consideration and approval of the report of the President and Secretary-General on the affairs and activities of the Federation; and
- (f) the appointment of auditors for the ensuing fiscal year.

Composition

Section 3. The Provincial Assembly shall be comprised of Voting Members and all members of the Provincial Council.

Mode of Representation of Organizations

Section 4. Each member organization referred to in paragraphs (a) to (d) inclusive in Section 1 of the Article V may appoint, in writing, Voting Representatives to the Provincial Assembly. The number of Voting Representatives shall be based upon the number of members in good standing of each member organization in accordance with the following:

- (a) each member organization having between thirty (30) and fifty (50) members in good standing shall be entitled to one (1) Voting Representative;
- (b) each member organization having between fifty-one (51) and one hundred (100) members in good standing shall be entitled to two (2) Voting Representatives; and
- (c) each member organization having more than one hundred (100) members in good standing shall be entitled to one (1) additional Voting Representative for each additional one hundred (100) members or at least a majority portion of the final one hundred (100) members.

Mode of Representation of Federated Entities

Section 5. Each member Federated entity shall be entitled to appoint, in writing, five (5) Voting Representatives to the Provincial Assembly.

Mode of Representation of Individuals

Section 6. (1) Individual members shall be represented in the Provincial Assembly by Delegates.

(2) Delegates shall be elected from each of the electoral districts set out in Schedule "A" hereto.

(3) The number of Delegates to be elected by the individual members in each electoral district shall be as follows:

- (a) each electoral district having up to twenty-five (25) individual members in good standing shall be entitled to elect one (1) Delegate;
- (b) each electoral district having between twenty-six (26) and fifty (50) individual members in good standing shall be entitled to two (2) Delegates; and
- (c) each electoral district having more than fifty (50) individual members in good standing shall be entitled to one (1) additional Delegate for each additional fifty (50) individual members or at least a majority portion of the final fifty (50) individual members.

(4) Delegates shall be elected by mail ballot at least sixty (60) days prior to the date of each second Annual Conference commencing with the Conference to be held in the year 1985.

(5) The Provincial Council shall be empowered to establish rules, not inconsistent with this Constitution, to regulate the election of Delegates.

(6) If a vacancy occurs in an electoral district, the Provincial Council may appoint a Delegate from within the electoral district to fill the vacancy; provided that the first runner-up in the immediate preceding election for such electoral district shall have first entitlement to the appointment.

One Vote/No Proxy

Section 7. Each Voting Member shall be entitled to one vote and the exercise of his vote is not assignable by way of proxy or otherwise.

Represent One Member Organization Only

Section 8. A Voting Member shall represent only one member organization or one electoral district.

Persons Not Qualified to Represent Member Organizations

Section 9. No person employed, on a full or part time basis, by any member organization referred to in Section 1 of Article V, shall be a Voting Representative of such member organization.

Term of Office of Voting Members

Section 10. A Voting Member of the Federation shall hold office for a period of two (2) years or until his successor is elected or appointed.

Article VII. ANNUAL CONFERENCE OF THE PROVINCIAL ASSEMBLY

Annual Conference

Section 1. There shall be an Annual Conference of the Federation at such time and place as shall be determined by the Provincial Council, being no later than fifteen (15) months next following the previous Annual Conference.

Notice of Annual Conference

Section 2. A notice shall be sent by the Secretary-General, to every member of the Federation, in good standing, at least forty-five (45) days prior to the Annual Conference, and such notice shall specify the time, place and date where such Conference shall be held, the registration requirements and the nature of business to be transacted.

Registration Fee

Section 3. At each Annual Conference, there shall be a registration fee for all persons, other than guests of honour, which shall be collected at the time of registration. The registration fee shall be determined by the Executive Committee. No person may engage in the transaction of business unless his registration fee is first paid.

Registration Deadline

Section 4. Unless otherwise determined by the Executive Committee, the last day for registration shall be fifteen (15) days prior to the Annual Conference.

Article VIII. QUORUM OF ANNUAL OR SPECIAL CONFERENCE OF
THE PROVINCIAL ASSEMBLY

Quorum for Annual or Special Conferences

Section 1. The presence of forty percent (40%) of all Voting Members shall be necessary to form quorum for an Annual or Special Conference and no business shall be transacted unless there is quorum.

Section 2. Notwithstanding Section 1 of this Article, where at a duly called Annual or Special Conference the requisite quorum is not present, the members present in person may adjourn the Conference to a date not earlier than thirty (30) days nor later than ninety (90) days from the date of the Conference at which time the members in person shall constitute quorum and any business transacted therein shall be valid.

Quorum for Constitutional Conferences

Section 3. Notwithstanding Sections 1 and 2 of this Article, the requisite quorum for discussion and consideration of amendments to the Charter and Constitution shall be sixty percent (60%) of all Voting Members and no amendments shall be considered unless there is quorum.

Membership Attendance

Section 4. All members of the Federation shall be entitled to attend and be present at an Annual or Special Conference and may participate during the discussion and transaction of business to the extent permitted by their membership status.

Article IX. VOTING AT ANNUAL CONFERENCE OF THE
PROVINCIAL ASSEMBLY

Manner of Voting

Section 1. Subject to the provisions of this Constitution, voting shall be by a show of hands of those entitled to vote and the Speaker's decision as to whether or not a motion is passed is final.

Section 2. Notwithstanding Section 1 of this Article, if, immediately upon the decision of the Speaker being declared,

- (a) ten (10) or more Voting Members then present, by standing, demand a standing vote, or

(b) twenty-five (25), or more Voting Members then present, by standing, demand a vote by secret ballot,

the Speaker shall put again the same question to the Conference to be decided by a count of those standing or voting by secret ballot, in favour of or against the motion, as the case may be. The result of a standing or ballot vote shall be determined by the Speaker and shall be final.

Section 3. Notwithstanding Sections 1 and 2, of this Article, the Speaker of a session may at any time order that the matter before the Conference be determined by standing vote or by secret ballot.

Majority of Votes

Section 4. Subject to the provisions of the Act, the Charter, and the provisions of this Constitution or any by-law of the Federation, questions arising at any Conference shall be decided by a majority of votes.

Defeat on Equality of Votes

Section 5. In all cases where the votes are equal for and against the question, the motion shall be defeated and it shall be the duty of the Speaker to so declare.

Article X. RESOLUTIONS

Section 1. All resolutions for consideration at the Annual Conference shall be submitted to the Executive Committee at least twenty-five (25) days prior to the date fixed for the Conference. Such resolutions may be presented by any Voting Member.

Late Resolutions

Section 2. The Executive Committee, in its discretion, may receive late resolutions and submit them for consideration at the Annual Conference.

Provincial Council May Submit Resolutions

Section 3. Resolutions may be submitted by the Provincial Council for consideration at the Annual Conference of the Federation.

Questions of Importance

Section 4. Any questions not dealt with by resolution may be raised at an Annual Conference by any Voting Member, provided that a majority of the Voting Members present, in person, agree by means of a non-debatable procedural resolution to its introduction and provided that such question is first submitted to the Speaker in writing.

Article XI. SPECIAL CONFERENCES OF THE PROVINCIAL ASSEMBLY

Who May Call Special Conferences

Section 1. Special Conferences of the Provincial Assembly shall be called by the Secretary-General:

- (a) on the written direction of the President, or
- (b) by resolution of the Executive Committee, or
- (c) by resolution of the Provincial Council, or
- (d) upon a petition being submitted by at least thirty percent (30%) of either the number or organizations or the individual members in good standing for the current year and any such direction, resolution or petition, shall state the purpose for which the Special Conference is to be convened.

Time

Section 2. The Secretary-General shall call a Special Conference as authorized under Section 1, within sixty (60) days of receipt of such authorization.

Notice

Section 3. A notice shall be sent to all members in good standing and Councillors for the current year of the Federation at least thirty (30) days prior to the date appointed by the Secretary-General for the Special Conference, and such notice shall specify the time, place and date where such meeting shall be held and the nature of business to be transacted and no other business shall be transacted at such Special Conference.

Effect of Decision

Section 4. A decision taken at a Special Conference shall have the same force and effect as a decision taken at an Annual Conference.

Mode of Voting

Section 5. The provisions of Article IX shall apply to Special Conferences, mutatis mutandis (n.b. with necessary changes).

Article XII. POWERS, DUTIES AND COMPOSITION OF THE PROVINCIAL COUNCIL

General

Section 1. Subject to the Act, the Charter and by-laws of the Federation, the Provincial Council shall be empowered to put into effect the decisions of the Provincial Assembly. The Provincial Council shall be the governing body between Conferences of the Provincial Assembly and shall report its transactions to the Annual Conferences.

Powers and Duties

Section 2. Without limiting the generality of Section 1, of this Article, the duties and responsibilities of the Provincial Council shall include:

- (a) the election of the members of the Executive Committee;
- (b) the assignment and delegation of such duties and powers to the elected or appointed officers as it may deem appropriate;
- (c) the appointment of such Standing or Special Committees in accordance with the provisions of Article XXIII of this Constitution;
- (d) the establishment and maintenance of a provincial office through which the business of the Federation may be carried on and at which place the records of the Federation shall be kept;
- (e) the authorization of the terms of employment of all hired personnel;
- (f) in the last quarter of the fiscal year, the receipt, consideration and approval, with modifications as it may be deemed necessary, of the annual budget as recommended by the Executive Committee for the forthcoming financial year; and
- (g) the approval of expenditures necessary to carry out the objectives and purposes of the Federation.

Composition

Section 3. The Provincial Council shall be composed of forty (40) persons who shall be elected or selected as follows:

- (a) Thirty-two (32) persons shall be elected from among the ranks of the Provincial Assembly at every second Annual Conference following the 1983 Conference; and
- (b) eight (8) persons who are individual members or members of member organizations of the Federation, shall be appointed by the newly elected members of the Provincial Council within one hundred and twenty (120) days following the general election. Consideration shall be given to demographic representation.

Article XIII. QUALIFICATIONS, NOMINATIONS AND ELECTIONS OF THE MEMBERS OF THE PROVINCIAL COUNCIL

Election

Section 1. An election shall be held in accordance with this Constitution in the year 1983 and in every second year thereafter for the purpose of electing the members of the Provincial Council.

Qualifications

Section 2. Every Voting Member or a Councillor of the immediately preceding Provincial Council is qualified to be nominated; elected, appointed and hold office as a member of the Provincial Council provided that he:

- (a) has been a resident of Ontario for the last six (6) months;
- (b) is a Canadian citizen or landed immigrant;
- (c) has attained the age of eighteen (18) years on or before election day; and
- (d) is not disqualified by the provisions of the Act, Constitution, or any by-law from holding office.

Disqualification

Section 3. No person is qualified to be nominated, elected, appointed, or remain a member of the Provincial 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 the Legislative Assembly;
- (c) a member of a Municipal Council or School Board;
- (d) indebted to the Federation, or represents a member organization which is or becomes indebted to the Federation;
- (e) a paid official or employee of the Federation;
- (f) a person who has been convicted of a criminal offence; or
- (g) an undischarged bankrupt.

Leave of Absence

Section 4. Any member of the Provincial Council who proposes to become a candidate in a municipal or provincial or federal election shall apply through the Secretary-General to the Provincial Council for leave of absence for a period

- (i) not longer than that commencing on the day on which the writ for the election is issued and ending on polling day; and
- (ii) not shorter than that commencing on the day provided by statute for the nomination of candidate and ending on polling day,

and every such application shall be granted.

Executive Committee to Prescribe Manner of Holding Elections, etc.

Section 5. The Executive Committee shall, by resolution, prescribe the manner of holding elections, including the forms to be used, the method of voting and such rules and procedures pertaining thereto so as to ensure the fair and proper conduct of nominations and elections.

Section 6. Procedures prescribed by the Executive Committee, in accordance with section 5 of this Article, shall be distributed to the Voting Members thirty (30) days prior to the Annual Conference for which nominations and elections are to be conducted.

Article XIV. TERM OF OFFICE OF COUNCILLORS

Section 1. The members of the Provincial Council elected or appointed shall serve as Councillors for a term of two (2) years or until their successors are elected or appointed.

Article XV. ORGANIZATION OF THE PROVINCIAL COUNCIL

First Meeting of Provincial Council

Section 1. The first meeting of the Provincial Council shall be held not later than thirty (30) days from the date of its election at such time, place and date as may be determined by the candidate receiving the highest number of votes.

Declaration of Office

Section 2. No business shall be proceeded with at the first meeting of the Provincial Council until after declarations of office in the prescribed form have been executed by all members present.

When Provincial Council Deemed Organized

Section 3. The Provincial Council shall be deemed to be organized within the meaning of this Constitution when the declarations of office have been executed by a majority of its members and business may be proceeded with notwithstanding the failure of any of the other members to make such declarations.

Elections of Presiding Officer Pro Temp.

Section 4. At the first meeting of the Provincial Council, the members present shall elect a member to preside and the person so elected may vote as a member.

Election of Officers

Section 5. At the first meeting of the Provincial Council, after its election at which there is quorum, the members shall elect from among themselves, by secret ballot, the following officers:

- (a) President;
- (b) First Vice-President;
- (c) Second Vice-President;
- (d) Secretary-General;
- (e) Deputy Secretary-General;
- (f) Treasurer;
- (g) Deputy Secretary;

- (h) Chairpersons and Vice-Chairpersons of the Standing Committees; and
- (i) any other officer as specified by this Constitution or any by-law to hold office for the term of the Provincial Council or until a successor is appointed or elected in accordance with this Constitution.

Article XVI. QUORUM OF PROVINCIAL COUNCIL

Section 1. Seventeen (17) members of the Provincial Council or fifty percent (50%) of the number of acclaimed Council members plus one (1) such member are necessary to form quorum for the transaction of business and no business shall be transacted unless there is quorum.

Article XVII. VOTING AT PROVINCIAL COUNCIL MEETINGS

Manner of Voting

Section 1. Subject to the provisions of the Act or this Constitution, voting shall be conducted by show of hands of those present and qualified to vote, and the President's decision as to whether or not a motion is passed or defeated is final.

Section 2. Notwithstanding Section 1 of this Article, if, immediately upon the decision of the President being declared,

- (a) one (1) or more Councillors then present, by standing, demand a recorded vote, or
- (b) three (3) or more Councillors then present, demand a vote by secret ballot,

the President shall again put the same question to the Provincial Council to be decided by a recorded vote or secret ballot in favour of and against the motion, as the case may be. The result of the recorded or ballot vote shall be determined by the President to be final.

Section 3. Notwithstanding Sections 1 and 2 of this Article, the President may at any time order that the matter before the Provincial Council be determined by recorded vote.

Majority of Votes

Section 4. Subject to the provisions of the Act, Constitution or any by-law, questions arising at any meeting of the Provincial Council shall be decided by a majority of votes.

One Vote

Section 5. Subject to Section 6 of this Article, each member of the Provincial Council shall have one vote only.

President's Vote

Section 6. The President shall not have a vote except in the event of a tied vote.

Article XVIII. MEETING OF THE PROVINCIAL COUNCIL

Place of Meetings

Section 1. All meetings of the Provincial Council shall be held at the Head Office of the Federation or at any other place within the Province of Ontario as the Provincial Council may determine.

Section 2. The Provincial Council shall meet at least once every four (4) months at the call of the Secretary-General on the direction of the President.

Special Meetings

Section 3. Special meetings of the Provincial Council shall be called by the Secretary-General on the written direction of:

- (a) the President; or
- (b) the Executive Committee; or
- (c) twelve (12) Councillors, or thirty per cent (30%) of the total number of Councillors.

Section 4. Any request, pursuant to Section 3 of this Article, shall state the purpose for which the special meeting of the Provincial Council is to be convened and no other business shall be transacted at such special meeting.

Article XIX. NOTICE OF MEETINGS OF THE PROVINCIAL COUNCIL

Regular Meetings

Section 1. A Notice shall be sent by the Secretary-General to every Councillor at least fifteen (15) days before the date appointed for the regular meeting and such notice shall specify the time, date and place where such meeting shall be held and the nature of business to be transacted.

Special Meetings

Section 2. A Notice shall be sent by the Secretary-General to every Councillor at least five (5) days before the date appointed for a special meeting and such notice shall specify the time, date and place where such meeting shall be held and the nature of business to be transacted.

No Notice

Section 3. No notice need be sent for the first meeting of a newly elected Provincial Council provided such meeting is held immediately following its election.

Article XX. COMPOSITION, POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

Composition

Section 1. There shall be an Executive Committee of the Provincial Council consisting of all the officers of the Federation referred to in Subsections (a) to (h) of Section 5 of Article XV.

Powers and Duties

Section 2. The Executive Committee shall be the governing body of the Federation between meetings of the Provincial Council and shall report all business transacted at its meetings to the next meeting of the Provincial Council.

Section 3. Without limiting the generality of Section 2 of this Article, the duties and responsibilities of the Executive Committee shall include the following:

- (a) the appointment of such Special Committee as it may deem necessary and advisable from time to time in accordance with the provisions of this Constitution;
- (b) the drafting of by-laws for consideration by the Provincial Council;
- (c) the receipt, consideration and approval, with modifications as it may deem necessary, of the annual budget as prepared by the Treasurer;
- (d) the receipt, consideration and approval, with modifications as it may deem necessary, of the reports of Committees of the Federation;
- (e) the appointment of employees of the Federation and the determination of their salaries, duties, responsibilities and terms of employment;

- (f) the administration and management of the day-to-day affairs of the Federation;
- (g) prescribing forms for the purposes of this Constitution or any by-laws; and
- (h) the receipt, consideration and approval of application for membership in the Federation.

Article XXI. ORGANIZATION OF THE EXECUTIVE COMMITTEE

Term of Office

Section 1. The members of the Executive Committee shall hold office for a two-year term or until their successors are elected.

President's Maximum Term of Office

Section 2. Notwithstanding Section 1 of this Article, no elected or appointed member of the Provincial Council shall serve as President for more than two (2) consecutive terms, but a member who has served as President for two (2) consecutive terms shall again be eligible for election to the office of President on the expiration of two (2) years after having completed the second of the two (2) consecutive terms.

Declaration of Office

Section 3. No business shall be proceeded with at the first meeting of the Executive Committee until after declarations of office in the prescribed form have been executed by all members present.

When Executive Committee Deemed Organized

Section 4. The Executive Committee shall be deemed to be organized when the declarations of office have been made by at least the majority of its members and business may be proceeded with notwithstanding the failure of any of the other members to make such declarations.

Place of Meetings

Section 5. All meetings of the Executive Committee shall be held at the Head Office of the Federation or at such place as the Executive Committee from time to time appoints.

Quorum

Section 6. A majority of the members of the Executive Committee shall be required to form quorum and no business shall be transacted unless there is quorum.

Calling of Meetings

Section 7. The Secretary-General shall call a meeting of the Executive Committee whenever requested to do so by the President or by the written direction of three (3) members of the Executive Committee.

Regular Meetings

Section 8. The Executive Committee shall meet at least ten (10) times during each year.

Notice of Meetings

Section 9. A notice shall be sent by the Secretary-General to each member of the Executive Committee at least five (5) days prior to the meeting and such notice shall specify the time, date and place where such meeting shall be held and the nature of business to be transacted.

Section 10. 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 be sent. An Executive Committee meeting may also be held, without notice, immediately following the election of its members by the Provincial Council.

Special Meetings

Section 11. Special Meetings of the Executive Committee shall be called by the Secretary-General on the written direction of

- (a) the President, or
- (b) any three (3) members of the Executive Committee.

Section 12. Any request pursuant to Section 11 of this Article shall state the purpose for which the special meeting of the Executive Committee is to be convened and no other business shall be transacted at such special meeting.

Notice of Special Meetings

Section 13. Notice of special meetings shall be given by the Secretary-General to each member of the Executive Committee at least three (3) days before the date appointed for such special meeting and such notice shall specify the time, place and date where such meeting shall be held and the nature of business to be transacted.

One Vote

Section 14. Each member of the Executive Committee shall have one vote only.

President's Vote

Section 15. The President of the Provincial Council shall be the President of the Executive Committee and he shall be entitled to vote as a member thereof.

Majority of Votes

Section 16. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.

Defeat on Equality of Votes

Section 17. In all cases where the votes of the members then present are equal for and against the question, the motion shall be lost and it shall be the duty of the President to so declare.

Article XXII. POWERS, DUTIES AND RESPONSIBILITIES OF OFFICERS

PRESIDENT

Presiding Officer

Section 1. The President shall be a Councillor and, when present, shall preside as Chairman at all meetings of the Provincial Council and of the Executive Committee.

Chief Executive Officer and Official Representative

Section 2. The President shall be the Chief Executive Officer and official representative of the Federation.

Ex-Officio Member

Section 3. The President shall be an ex-officio voting member of any Standing or Special Committee of the Federation unless otherwise specified in any by-law or resolution establishing any such Standing or Special Committee.

Direction and Management of Affairs and Preparation of Agenda

Section 4. The President shall generally direct and manage the affairs and activities of the Federation. He shall, in co-operation with the Secretary-General, prepare and circulate the agenda regarding the meetings of the Provincial Assembly, the Provincial Council and the Executive Committee, as the case may be.

Authority to Act

Section 5. The President shall act with the advice and consent of the Executive Committee or of the Provincial Council. However, where immediate action is necessary and a meeting of the Executive Committee or of the Provincial Council cannot be convened to determine such action, he shall act on his own authority provided that any action taken is reported to the Executive Committee or the Provincial Council at their next meeting.

Annual Report

Section 6. The President shall prepare and submit to the members of the Provincial Council and of the Provincial Assembly an annual report of the activities of the Federation.

Delegation of Duties

Section 7. The President may delegate, as he deems advisable, any of his duties to other members of the Executive Committee provided such delegation does not conflict with Section 9 of this Article.

Incidental Powers

Section 8. The President shall also have such other powers and duties as may from time to time be assigned to him by the Provincial Council, or the Executive Committee, or as may be incidental to his office.

FIRST VICE-PRESIDENT

Section 9. The First Vice-President shall be a Councillor and shall assist the President in the exercise of his duties. In the absence of the President, the First Vice-President shall assume the duties and exercise the authority of the President.

SECOND VICE-PRESIDENT

Section 10. The Second Vice-President shall be a Councillor and shall assist the President and the First Vice-President in the exercise of their duties. In the absence of the First Vice-President, he shall assume the duties and exercise the authority of the First Vice-President.

SECRETARY-GENERAL

Section 11. The Secretary-General shall be a Councillor and shall co-ordinate and supervise all matters relating to the internal affairs and operations of the Federation. He shall ensure that the policies and decisions of the Provincial Assembly, the Provincial Council and the Executive Committee are implemented.

Secretary of the Federation

Section 12. The Secretary-General shall be responsible for recording the proceedings and decisions of the Provincial Assembly, the Provincial Council and the Executive Committee and he shall be the custodian of all documents of the Federation.

Specific Duties

Section 13. Without limiting the generality of Sections 11 and 12 of this Article, the duties of the Secretary-General shall include the following:

- a) he shall be the Chairperson of the Standing Committee on Membership;
- b) he shall have custody of the Seal of the Federation;
- c) he shall record in a minute book:
 - (i) the attendance at the proceedings of the Provincial Assembly, the Provincial Council and the Executive Committee;
 - (ii) the resolutions passed by the Provincial Assembly, the Provincial Council and the Executive Committee;
 - (iii) the by-laws passed by the Provincial Assembly and the Provincial Council;

- (d) he shall be responsible for the filing, maintenance and safe preservation of the minute books, documents and other records of the business of the Provincial Assembly, the Provincial Council, the Executive Committee and the Standing or Special Committees;
- (e) he shall cause to be issued such certificates, notices and other documents in accordance with procedures adopted by the Provincial Council or the Executive Committees; and
- (f) he shall be empowered to examine the validity of documents and information provided in support of an application for membership in the Federation.

Ex-Officio Member

Section 14. The Secretary-General shall be an ex-officio non-voting member of any Standing or Special Committee, unless otherwise stipulated in the by-law or resolution establishing such Committee.

Delegation of Duties

Section 15. The Secretary-General may delegate any of his administrative duties to any member of the Provincial Council or to employees of the Federation, with the exception of duties specified in Section 13 (a) and (b) of this Article.

Annual Report

Section 16. The Secretary-General shall prepare and submit an annual report of his activities to the Provincial Council and the Provincial Assembly.

Incidental Powers

Section 17. The Secretary-General shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the Provincial Council, or the Executive Committee, or as may be incidental to his office.

DEPUTY SECRETARY-GENERAL

Section 18. The Deputy Secretary-General shall be a Councillor and shall assist the Secretary-General in the exercise of his duties. In the absence of the Secretary-General, the Deputy Secretary-General shall assume the duties and exercise the authority of the Secretary-General.

Specific Duty

Section 19. The Deputy Secretary-General shall be the Vice-Chairperson of the Standing Committee on Membership.

TREASURER

General

Section 20. The Treasurer shall be a Councillor and shall be responsible for the financial management of the Federation.

Specific Duties

Section 21. Without limiting the generality of Section 20 of this Article, the duties of the Treasurer shall include the following:

- (a) he shall be Chairperson of the Standing Committee on Finance;
- (b) he shall prepare and submit to the Executive Committee, the Provincial Council and the Provincial Assembly the annual budget;
- (c) he shall arrange for the safekeeping of all the funds and securities of the Federation;
- (d) he shall receive all monies paid to the Federation and disburse funds of the Federation in accordance with the direction of the Executive Committee;
- (e) he shall keep and maintain records of all financial transactions of the Federation;
- (f) he shall keep and maintain records of all assets and liabilities of the Federation; and
- (g) he shall compile, as instructed by the President or the Executive Committee, financial statements and reports relating to financial affairs of the Federation.

Financial Report

Section 22. The Treasurer shall, within two (2) months of the end of the financial year, prepare a financial report for the previous financial year for submission to the Provincial Council and the Provincial Assembly.

Incidental Powers

Section 23. The Treasurer shall carry out such other duties and exercise such other powers as may from time to time be assigned to him by the Provincial Council, or the Executive Committee, or as may be incidental to his office.

DEPUTY TREASURER

General

Section 24. The Deputy Treasurer shall be a Councillor and shall assist the Treasurer in the exercise of his duties. In the absence of the Treasurer, the Deputy Treasurer shall assume the duties and exercise the authority of the Treasurer.

Specific Duty

Section 25. The Deputy Treasurer shall be the Vice-Chairperson of the Standing Committee on Finance.

CHAIRPERSONS OF STANDING COMMITTEES

Section 26. The Chairpersons of the Standing Committees on Public Relations and Policy and Planning shall be Councillors and shall be responsible for the affairs of their respective Committees.

VICE-CHAIRPERSONS OF STANDING COMMITTEES

Section 27. The Vice-Chairpersons of the Standing Committees on Public Relations and Policy and Planning shall be Councillors and shall assist the Chairpersons of their respective Committees.

SPEAKER OF THE PROVINCIAL ASSEMBLY

Section 28. At every Annual and Special Conference of the Provincial Assembly, the Voting Members shall elect or appoint a person as a Speaker to preside over and to act as Chairman of the Conference. The Speaker shall conduct the proceedings of the Conference in accordance with the provisions of this Constitution and any by-law of the Federation.

Duties of the Other Officers

Section 29. The Provincial Council may elect or appoint such other officers as may be required from time to time and shall, by by-law stipulate the duties and responsibilities of such officers.

Indemnity to Councillors and Officers

Section 30. Every Councillor or Officer of the Federation or any other person who has undertaken or who is about to undertake any liability on behalf of the Federation and their heirs, executors, administrators, successors and assigns and their estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation from and against:

- (a) all costs, charges and expenses whatsoever which such Councillor, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of his office;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Section 31. No Councillor or Officer for the time being of the Federation shall be liable for the acts, receipts, neglects or defaults of any other Councillor or Officer or employee of the Federation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency or title to any property acquired by order of the Provincial Council or Provincial Assembly for or behalf of the Federation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Federation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for which any other loss, damage or misfortune which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful or wilful act, neglect or default.

Article XXIII. STANDING AND SPECIAL COMMITTEES

Jurisdiction

Standing Committees

Section 1. The Provincial Council may, by by-law, create Standing Committees consisting of one or more of its members, or from the general membership of the Federation, or both, and may delegate to such Committees any matter it deems necessary for consideration, inquiry, management, or regulation including any duties and powers conferred by this Constitution upon the Provincial Council or the Executive Committee, except the power to borrow money, to pass a by-law, or to enter into contracts. No report or decision of any such Committee shall have effect unless adopted or ratified by the Provincial Council.

Special Committees

Section 2. The Provincial Council may, by resolution, create Special Committees and the provisions of Section 1 of this Article shall be applicable to the constitution, powers, duties and restrictions of any Special Committee, except that such Committee may contain members of the general public among its membership.

Sub-Committees

Section 3. A Standing Committee may, by resolution, appoint a Sub-Committee from among its members, the general membership of the Federation, or the general public, to investigate and report on any matter related to Committee business, provided that:

- (a) the Sub-Committee shall report directly to the appointing Committee; and
- (b) the Sub-Committee shall not have the power to appoint additional sub-committees, nor shall it add to its membership without permission from the original Standing Committee.

Duties and Responsibilities

Section 4. It shall be the duty of any Committee:

- (a) to report to the Provincial Council on all matters connected with its duties and responsibilities and to recommend such action as it deems necessary and appropriate; and

- (b) to report annually to the Provincial Council:
 - (i) the number of meetings called during the calendar year;
 - (ii) the number of meetings at which a quorum was present; and
 - (iii) the number of meetings attended by each member of the Committee.

Composition

Chairperson

Section 5. The Chairperson of any Committee shall be responsible for the conduct of Committee business and shall ensure that matters placed before the Committee are dealt with promptly and in a competent manner.

Section 6. Without limiting the generality of Section 5 of this Article, the duties of a Chairperson shall include the following:

- (a) the responsibility of calling Committee meetings;
- (b) the approval of Committee agendas;
- (c) the preparation and submission to the Treasurer of a budget containing estimates of revenues and expenditures of the Committee for the forthcoming financial year;
- (d) the preparation and submission of the Committee's program of activities to the Executive Committee for the forthcoming financial year; and
- (e) the preparation and submission of the Committee's specific and annual reports to the Executive Committee and to the Provincial Council.

Vice-Chairperson

Section 7. The Vice-Chairperson shall assist the Chairperson in the exercise of his duties. In the absence of the Chairperson, the Vice-Chairperson shall assume the duties and exercise the authority of the Chairperson.

Secretary

Section 8. Each Committee, at its first meeting, shall appoint, from among its ranks or, upon recommendation of the Executive Committee, from the employees of the Federation, a secretary who shall:

- (a) give notice of meetings;
- (b) keep the minutes of the meetings;
- (c) file a copy of all minutes and reports with the Secretary-General; and
- (d) perform such other administrative or secretarial functions as may be required.

Personnel

Section 9. Unless otherwise provided in this Constitution, the by-law or resolution establishing any Committee may name therein the Committee's Chairperson and/or Vice-Chairperson, and where the Chairperson and/or Vice-Chairperson is not so named, the creating body shall make the appointment.

Section 10. Where the by-law or resolution establishing any Committee, does not name the members thereof, the creating body shall appoint them.

Quorum

Section 11. Two-fifths (2/5) of the members of any Committee, excluding ex-officio members, stipulated in the by-law or resolution is necessary to form quorum for the transaction of business and no business shall be transacted unless there is quorum.

Meetings

Section 12. (a) Each Committee may decide, at its first meeting, the day and time for holding its regular meetings, provided that no Committee shall meet while the Provincial Council is in session.

(b) Not less than twenty-four (24) hours notice of a meeting shall be given to the members of any Committee and, whenever possible, an agenda shall be provided to the members in advance of the meeting.

One Vote

Section 13. Each member of a Committee, including the Chairperson and any ex-officio member, shall have one vote only.

Majority of Votes

Section 14. Questions arising at any meeting of a Committee shall be decided by a majority of votes.

Defeat on Equality of Votes

Section 15. In all cases where the votes of the members then present are equal for and against the question, the motion shall be lost and it shall be the duty of the Chairperson to so declare.

Reports in Writing

Section 16. A Final or interim report of a Committee must be made in writing and signed by the Chairperson or the Vice-Chairperson.

Reporting

Section 17. The reports of all Committees, unless otherwise decided by the Provincial Council, shall be first considered by the Executive Committee, and then forwarded to the Provincial Council.

Section 18. A Committee's recommendations in a report shall be considered by the Provincial Council as the main motion and any comment or recommended amendment from the Executive Committee shall be considered by the Provincial Council as an amendment to such main motion.

Article XXIV. STANDING COMMITTEES

Name

Section 1. The following shall be the Standing Committees of the Provincial Council:

- (a) Public Relations;
- (b) Finance;
- (c) Membership; and
- (d) Policy and Planning.

Composition

Public Relations

Section 2. The Standing Committee on Public Relations shall be composed of:

- (a) a Chairperson elected pursuant to Section 5 of Article XV of this Constitution;
- (b) A Vice-Chairperson elected pursuant to Section 5 of Article XV of this Constitution; and
- (c) a maximum number of five (5) other persons elected or appointed by the Provincial Council.

Finance

Section 3. The Standing Committee on Finance shall be composed of;

- (a) the Treasurer as Chairperson;
- (b) the Deputy Treasurer as Vice-Chairperson; and
- (c) a maximum number of five (5) other persons elected or appointed by the Provincial Council.

Membership

Section 4. The Standing Committee on Membership shall be composed of:

- (a) the Secretary-General as Chairperson;
- (b) the Deputy Secretary-General as Vice-Chairperson; and
- (c) a maximum number of five (5) other persons elected or appointed by the Provincial Council.

Policy and Planning

Section 5. The Standing Committee on Policy and Planning shall be composed of:

- (a) a Chairperson elected pursuant to Section 5 of Article XV of this Constitution;
- (b) a Vice-Chairperson elected pursuant to Section 5 of Article XV of this Constitution; and
- (c) a maximum number of five (5) other persons elected or appointed by the Provincial Council.

Duties and Responsibilities

Public Relations

Section 6. The Standing Committee on Public Relations shall be generally responsible for developing, implementing, monitoring and evaluating methods of communication to the public at large of the Federation's programs and activities.

Finance

Section 7. The Standing Committee on Finance shall have general control and supervision over the overall budget and shall have the power to enquire and report to the Provincial Council on any matter regarding the financial affairs of the Federation.

Section 8. Without restricting the generality of Section 7 of this Article, the Standing Committee on Finance shall:

- (a) prepare preliminary budget proposals in co-operation with the Chairpersons of the Committees and formulate the annual budget to be considered by the Executive Committee;
- (b) subject to the approval of the Provincial Council, draft criteria to govern the budgetary process, the financing of programs and activities, the collection, management and administration of and accounting for Federation monies;
- (c) review monthly and annual financial statements and report thereon to the Provincial Council; and
- (d) develop programs to raise monies for the Federation and conduct fund-raising campaigns.

Membership

Section 9. The Standing Committee on Membership shall be responsible to:

- (a) maintain effective liaison with the members;
- (b) provide guidance and assistance to the members; and
- (c) examine and investigate applications for membership and report its findings and recommendations to the Executive Committee.

Policy and Planning

Section 10. The Standing Committee on Policy and Planning shall be generally responsible for the development and review of policy and programs relating to the goals of the Federation, including cultural, educational, social, civic and economic matters and needs of the Hellenic-Canadians in Ontario.

ARTICLE XXV. VACANCIES

Provincial Council

Section 1. The Office of any Councillor in the Provincial Council shall be deemed vacated if such Councillor:

- (a) becomes disqualified from holding office in the Provincial Council under the provisions of Section 3 of Article XIII of this Constitution;
- (b) has neglected or refused to accept office or to make the prescribed declarations;
- (c) has failed to attend three (3) consecutive regular meetings of the Provincial Council, or the Executive Committee, or any Committee of which he is a member, without being authorized to do so by resolution of the respective body;
- (d) files his resignation in writing with the Secretary-General;
- (e) is removed from office in accordance with the provisions of Article XXVI of this Constitution;
- (f) dies; or
- (g) refuses to act as a Councillor.

Section 2. Where a vacancy occurs in the Provincial Council, the remaining Councillors, so long as quorum is met, shall appoint a qualified person to fill the vacancy and such appointee shall hold office for the remainder of the unexpired term of the Provincial Council.

Section 3. Where a vacancy occurs among the Councillors and the remaining Councillors do not constitute quorum, the remaining Councillors shall forthwith call a Special Conference of the Provincial Assembly to fill the vacancy.

Executive Committee

Section 4. Where a vacancy occurs in the Executive Committee, the remaining members thereof shall call a meeting of the Provincial Council forthwith and the Provincial Council shall, by appointment, fill the vacancy.

Standing or Special Committees

Section 5. Where a vacancy occurs in a Standing or Special Committee established pursuant to Article XXIII of this Constitution, the Provincial Council shall, by appointment, fill the vacancy.

Article XXVI. REMOVAL FROM OFFICE OF COUNCILLORS AND OFFICERS

Members of the Provincial Council

Section 1. The Provincial Assembly may, by resolution, passed by two-thirds (2/3) majority of the votes cast at an Annual or Special Conference, of which notice specifying the intention to pass such resolution has been given, remove from office any Councillor and may by a majority of votes cast at that meeting elect any qualified person to serve in his place for the remainder of his term.

Members of the Executive Committee

Section 2. The Provincial Council may, by resolution passed by an affirmative vote of two-thirds (2/3) of the Councillors present and voting, at a meeting duly called for that purpose and of which notice specifying the intention to pass such resolution has been given by registered mail to every Councillor, remove from office any member of the Executive Committee, and may, by a majority of votes cast at that meeting, elect any qualified person to the Executive Committee for the remainder of the removed officer's term.

Members of Standing or Special Committees

Section 3. The Provincial Council may, by resolution passed by two-thirds (2/3) majority of the votes cast at a regular or special meeting thereof and of which notice specifying the intention to pass such resolution has been given, remove any member of any Standing or Special Committee, and may, by a majority of votes cast at the meeting, elect any qualified person to his place for the remainder of his term.

Employees

Section 4. The Executive Committee may, by resolution passed by a majority of votes cast at a regular or special meeting thereof and of which notice specifying the intention to pass such resolution has been given, discharge any employee of the Federation, and may, by a majority of votes cast at that meeting, appoint any person to his place and stead.

Article XXVII. RESIGNATION AND EXPULSION OF MEMBERS

Resignation

Section 1. Any member of the Federation may resign by giving written notice to that effect to the Secretary-General, which shall be effective upon acceptance thereof by the Executive Committee.

Section 2. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Federation prior to the acceptance of his resignation.

Expulsion

Section 4. Any member who is shown to have acted contrary to the principles, aims, interests, Constitution and by-laws of the Federation, may be expelled by an affirmative vote of two-thirds (2/3) of the members of the Provincial Assembly present and voting at a meeting of which notice specifying the intention to pass such resolution has been given to every qualified member by pre-paid mail.

Section 5. No member shall be expelled without first having been notified, in writing and by registered mail, of the allegations against him and without having been given an opportunity to be heard by the Provincial Assembly.

Section 6. All voting on the question of expulsion shall be by secret ballot.

Termination of Membership

Section 7. Membership in the Federation is not transferable and lapses and ceases to exist on the member's death in the case of individuals and on the member's dissolution in the case of organizations.

Re-Application for Membership

Section 8. Any member who has been expelled may not re-apply for membership unless a period of three (3) years has elapsed from the date of expulsion.

Article XXVIII. FINANCE

Section 1. The financial year of the Federation is from the first (1st) day of January in each year to the thirty-first (31st) day of December next following:

Bank Account

Section 2. The Treasurer shall open and maintain an account or accounts in the name of the Federation at a Chartered Bank, Trust Company or Credit Union approved by the Executive Committee and shall deposit to the credit of the Federation all monies received by him.

Cheques, etc.

Section 3. Unless the Provincial Council otherwise determines, all cheques or orders withdrawing money from a bank account of the Federation shall be signed by the President or First Vice-President and counter-signed by the Treasurer or, in his absence or incapacity, by the Deputy Treasurer.

Annual Budgets

Section 4. The Provincial Council shall consider and, not later than the thirty-first (31st) day of December in each year, adopt a budget containing estimates of the revenues and expenditures of the Federation for the forthcoming financial year.

Financial Records

Section 5. The Provincial Council shall consider and adopt, within two (2) months following the end of each financial year, the financial statements of the Federation for the preceding year.

President and Treasurer to Sign

Section 7. The President and Treasurer shall sign the financial statements.

Appointment of Auditor

Section 8. The Provincial Assembly shall appoint an auditor, annually, for the purpose of auditing the financial statements of the Federation.

Auditor's Report

Section 9. The auditor's report shall be presented to the Annual Conference of the Federation.

Investment of Funds

Section 10. Where the Federation has funds in excess of the current requirements, the Treasurer may invest such funds for the Federation in accordance with the policy of the Provincial Council.

Borrowing Powers

General

Section 11. The Provincial Council may, by resolution:

- (a) borrow money upon the credit of the Federation;
- (b) issue, sell or pledge debt obligations of the Federation; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Federation, present or future, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any debt obligations of the Federation.

Delegation of Power

Section 12. The Councillors may from time to time authorize by resolution any Councillor or Councillors, officer or officers, employee of the Federation, or other person or persons, whether connected with the Federation or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the debt obligations to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Federation as the Councillors of the Federation may authorize and generally to manage, transact and settle the borrowing of money by the Federation.

Section 13. The Councillors may from time to time authorize by resolution any Councillor or Councillors, officer or officers, employee of the Federation, or other person or persons, whether connected with the Federation or not, to sign, execute and give on behalf of the Federation all documents, agreements and promises necessary or desirable for the purpose aforesaid and to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions thereof so signed shall be binding upon the Federation.

Long-Term Borrowing

Section 14. Notwithstanding Section 11, the Provincial Council may not borrow money for other than operating expenses for the current financial year without obtaining the prior approval of the Provincial Assembly.

Article XXIX. MEMBERSHIP FEES AND OTHER ASSESSMENTS

Fees

Section 1. Membership fees shall be paid when an application for membership is approved and thereafter shall be due and payable on the first day of each financial year. Any member who does not pay his membership fee when due, shall lose his voting privileges until fees are paid.

Section 2. All privileges of membership of a member whose fees remain unpaid for a period of more than twelve (12) months shall be suspended without notice until all membership fees in arrears are paid, unless the Provincial Council, by resolution, otherwise determines.

Section 3. Notwithstanding Sections 1 and 2 of this Article and sub-section (d) of Section 3 of Article VIII, any Councillor who, at the time of his election or appointment, was a Voting Representative of a member organization in good standing, shall retain all voting privileges until the expiration of his term.

Section 4. Any proposed changes to the membership fees shall be submitted to the Annual Conference for consideration by the Provincial Council and any approved changes shall not become effective until the first (1st) day of the financial year next following.

Other Assessments

Section 5. Save as provided by Article VII of this Constitution, the Provincial Assembly may, by resolution, impose or vary any other assessments and shall stipulate the date when such assessments will become due and payable.

Article XXX. DECLARATIONS

Section 1. Every Councillor or other person required by this Constitution to do so, shall, before assuming the duties of his office, make and subscribe to a declaration of office in a prescribed form and in default thereof, he shall be deemed to have resigned such office.

Article XXXI. GENERAL ADMINISTRATIVE PROVISIONS

Notices

Section 1. Unless any provisions of this Constitution otherwise provides, a printed, written or typewritten notice of any meeting of the Provincial Assembly, the Provincial Council or any Committee thereof, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered or sent by ordinary mail, postage prepaid, within the prescribed time before the date of such meeting, to each person entitled to such notice at his address as it appears on the books of the Federation and if no address is given therein then to the last address of such member known to the Secretary-General; provided always that any meeting as aforesaid may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all the persons entitled to notice are present in person at the meeting or, if absent, shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any person entitled thereto.

Errors and Omissions in Notices

Section 2. The accidental omission to give notice of any meeting or the non-receipt of any notice by any person entitled thereto shall not invalidate any by-law or resolution passed or any proceedings taken at such meeting.

Register

Section 3. The books of the Federation 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-General, in writing, of any correction or change of address.

Books and Records

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

Corporate Seal

Section 5. The seal of the Federation, an impression whereof is affixed in the margin hereto, shall be kept at the head office of the Federation.

Emblem

Section 6. The Federation shall have an emblem in the form contained on Schedule "B" hereto.

Execution of Documents

Section 7. (a) Contracts, documents or any instruments in writing requiring the signature of the Federation may be signed by the President or the First Vice-President together with the Secretary-General or the Treasurer or any two (2) Councillors, and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The Provincial Council shall have the power from time to time by resolution to appoint any Councillor or Councillors, or officer or officers, or any person or persons on behalf of the Federation either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents and instruments in writing.

(b) The seal of the Federation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.

(c) The term "contracts, documents and instruments in writing" as used herein shall include: deeds, mortgages, hypothecs, charges, conveyances, transfers, releases, receipts and discharges for the payment of monies, or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

(d) In particular and without limiting the generality of the foregoing, the President or the First Vice-President together with the Secretary-General or the Treasurer shall have the authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Federation and to sign and execute (under the seal of the Federation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

Rules and Regulations

Section 8. All matters of procedure, not provided for in this Constitution or any by-law, arising at any Annual or Special Conference of the Provincial Assembly, shall be decided by the Speaker whose decision may be appealed to the Conference without debate and resolved by a majority of votes.

Section 9. Subject to the provisions of this Constitution or any by-law, the Provincial Council may, by by-law, establish rules and regulations to be followed for the conduct of its meetings and the meetings of any Committee and the Provincial Assembly.

Article XXXII. PROCEDURE FOR AMENDING THE CHARTER, CONSTITUTION AND BY-LAWS

Charter

Section 1. The Charter of the Federation or any part thereof may be adopted, amended, supplemented or repealed only by the Provincial Assembly.

Section 2. Proposals to amend, supplement or repeal the Charter or any part thereof may be introduced at an Annual or Special Conference either by resolution of the Provincial Council, or by petition of any five (5) member organizations, or by petition of not less than twenty-five (25) individual members, only if not less than sixty (60) days notice, in writing, of the proposal or proposals has been given to the Secretary-General shall send the proposal or proposals to every member at least thirty (30) days before the Annual or Special Conference.

Section 3. Subject to the approval of the Minister of Consumer and Commercial Relations, a proposal to amend, supplement or repeal the Charter or any part thereof shall become effective when approved by an affirmative vote of two-thirds (2/3) of the Voting Members present at the Annual or Special Conference and satisfying quorum requirements in accordance with Section 3 of Article VIII of this Constitution.

SCHEDULE "A"

The following municipalities and their vicinities are the electoral districts referred to in Sub-section (2) of Section 6 of Article VI of By-Law No. 1-84:

1. Hamilton
2. Kingston-Cornwall
3. Kitchener-Waterloo
4. London
5. Metropolitan Toronto
6. Mississauga
7. Oshawa
8. Ottawa
9. St. Catharines-Niagara Falls
10. Sudbury-North Bay
11. Thunder Bay
12. Windsor

Constitution

Section 4. The Constitution of the Federation may be amended, supplemented or repealed only at an Annual or Special Conference of the Provincial Assembly, by proposal and upon notice as provided in Section 2 of this Article and a proposal for amendment, supplement, or repeal of this Constitution shall become effective when approved by an affirmative vote of two-thirds (2/3) of the Voting Members present in person at the Annual or Special Conference and satisfying quorum requirements in accordance with Section 3 of Article VIII of this Constitution.

By-Laws

Section 5. The by-laws of the Federation may be adopted, amended, supplemented or repealed only at an Annual or Special Conference of the Provincial Assembly, by proposal and upon notice as provided in Section 2 of this Article and a proposal for amendment, supplement or repeal of any by-law shall become effective when approved by an affirmative vote of two-thirds (2/3) of the Voting Members present in person at the Annual or Special Conference and satisfying quorum requirements in accordance with Section 1 of Article VIII of this Constitution.

THIS BY-LAW was enacted and passed by the Provincial Council of the Hellenic-Canadian Federation of Ontario on the 22nd day of January, 1984, and was amended and confirmed by the Provincial Assembly on the 17th day of March, 1984, and was further amended by the Provincial Assembly on the 25th day of May, 1985, and on the 5th day of April, 1986.

AS WITNESS the Seal of the Federation.

President: George Manios

Secretary-General: George Suntries

SCHEDULE "B"

Emblem of the Federation