

## TURKISH-CANADIAN SOCIETY

S-0006766

### CONSTITUTION

1. The name of the Society is the “Turkish-Canadian Society”.
2. The purposes of the Society are to:
  - a) Advance education by increasing the public's knowledge and appreciation of art, culture, language, history, and traditions of Turkey,
  - b) Operate a cultural centre, and conduct cultural festivals and camps, so as to accomplish the foregoing purpose,
  - c) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and use the funds of the Society and the proceeds, income, and rents derived from any property of the Society in furtherance of the purposes set out above, and
  - d) Purchase, lease, sell or hold such property, equipment and materials as are deemed necessary to accomplish the Society’s purposes, and
  - e) do all such things as are ancillary and incidental to the attainment of the purposes of the Society.

## BYLAWS

### ***Part 1 - Interpretation***

1.1 In the constitution and these bylaws:

- a) "Act" means the Societies Act from time to time in force and all amendments to it,
- b) "AGM" means an annual general meeting,
- c) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
- d) "director" in relation to a society, means an individual who has been designated, elected or appointed, as the case may be, in accordance with Part 6 [*designation, election and appointment of directors*], as a member of the board of directors of the society, regardless of the title by which the individual is called,
- e) "general meeting" includes an AGM and a special general meeting,
- f) "member" means a member of the Society,
- g) "Society" means the Turkish-Canadian Society,
- h) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- i) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- j) the singular includes the plural and vice versa, except where the context requires otherwise, and
- k) "Persons" is inclusive of corporations and associations.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Society must on request give the member a copy of the constitution and bylaws, without charge.

1.4 The constitution and bylaws can only be amended by special resolution.

### ***Part 2 - Membership***

- 2.1
- 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
    - 2) There are four classes of members – Ordinary Members, Honorary Members, Associate Members, and Youth Members.
  - 3) An Ordinary Member is any person who is 18 years of age or older.
  - 4) An Honorary Member is a person who has made a distinguished contribution to the Society and its goals. An Honorary Member:
    - a) must be proposed by unanimous resolution of the Board,
    - b) must be appointed by unanimous resolution at a general meeting, on 30 days notice to all members, and
    - c) is appointed for life.
  - 5) An Associate Member is a corporation or an association.

- 6) A Youth Member is a person who is under 18 years of age.
- 7) Ordinary and Honorary Members have the right to notice of, to attend, to speak, and to vote at a general meeting, and to be directors. An Associate Member has the right to notice of, to attend, to speak, and to vote at a general meeting, but not to be a director. A Youth Member has the right to notice of, to attend, and to speak at a general meeting, but not to vote, or to be a director.
- 2.2 Applications for membership must:
- a) be in writing and in a form approved by the Board,
  - b) include the full name, indication of type of Membership, city and province of residence, e-mail address, and telephone number of the applicant,
  - c) in the case of an Associate Member, appoint an authorized representative, and
  - d) include annual membership dues.
- 2.3
- 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues is a member.
  - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
  - 3) An application for membership received 60 days or less before a general meeting must be postponed until after that meeting.
  - 4) The amount of annual membership dues, and the date by which they must be paid, must be determined by the Board.
  - 5) Honorary Members pay no annual membership dues.
  - 6) The Board may waive payment of annual membership dues by a member, in whole or in part, where the Board deems it just and equitable to do so.
- 2.4
- 1) Membership is not transferable.
  - 2) Membership must be renewed annually.
  - 3) The Society must send a membership renewal notice to all members each year.
- 2.5 Every member and director must comply with:
- a) the Act,
  - b) the constitution and bylaws of the Society,
  - c) any rules, regulations and policies made by the Society, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.6 A member ceases to be a member on:
- a) delivering a written resignation to the Society,
  - b) death,
  - c) having been a member not in good standing for 90 days, or
  - e) being expelled.

- 2.7 A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Society, or
  - b) annual membership dues by the date set by the Board.
- 2.8 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.9 1) A member may be suspended or expelled for conduct substantively prejudicial to the Society, by a resolution of the Board of which not less than 75% of the directors then in office are in favour.
- 2) A member who is the subject of a proposed resolution of the Board for suspension or expulsion must be given:
- a) 21 days of notice of the meeting at which it will be proposed,
  - b) a brief statement of the reason or reasons for the proposed suspension or expulsion, and
  - c) a reasonable opportunity to be heard at the meeting before the resolution is voted on.

### ***Part 3 - Meetings of Members***

- 3.1 General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 3.2 An AGM must be held at least once in every calendar year.
- 3.3 Every general meeting, other than an AGM, is a special general meeting.
- 3.4 The Board may, when it thinks fit, convene a special general meeting.
- 3.5 1) On the requisition of 10% or more of the Ordinary, Honorary and Associate Members, the board will bring forward a proposal to the annual general meeting.
- 2) The Board, on the requisition of 10% or more of the Ordinary, Honorary and Associate Members, must convene a special general meeting without delay.
- 3) Any member proposal and/or statement must:
- a) state the purpose of the special general meeting,
  - b) contain the names of and be signed by each of the requisitionists,
  - c) be delivered or sent by registered mail to the address of the society; and
  - d) must not exceed 200 words in length.
- 4) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (1 & 2).
- 5) A society is not required to comply with subsection (4) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.

6) If, within 21 days after the date of the delivery of the requisition, the directors do not convene a special general meeting, the requisitionists, or a majority of them, may themselves convene a special general meeting to be held within four months after the date of delivery of the requisition. The requisitionists must be given reasonable access to the Society's register of members for the purpose of calling such a meeting.

7) A special general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors.

#### ***Part 4 - Notice to Members***

4.1 1) Notice of a general meeting must be given not less than 14 days before the meeting, in the manner permitted by the Act, and must:

- a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, and
- b) include the text of any special resolution to be proposed at the meeting.
- c) any proposals brought forward by the members must be submitted in writing at least 7 days before the notice of the annual general meeting.

2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.2 1) Notice of a general meeting must be given to:

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor.

2) No other person is entitled to receive a notice of general meeting.

4.3 A notice may be given to a member either personally, by mail, or by electronic mail. In the case of notice given by electronic mail, the member must have consented to notice in that manner.

4.4 A member must promptly and in writing notify the Society of any change in the member's name, electronic mail address, telephone number, or authorized representative.

4.5 1) A notice sent by mail from the Society's business office is deemed to have been received:

- a) two days after being mailed, if to an address in Greater Vancouver Regional District, or
- b) five days after being mailed, if to any other address.

2) A notice sent by electronic mail is deemed to have been received 24 hours after being sent.

#### ***Part 5 - Proceedings at General Meetings***

5.1 Special business is:

- a) all business at a special general meeting except the adoption of rules of order, and
- b) all business at an AGM, except:
  - i) adoption of rules of order,
  - ii) the report of the Board,

- iii) consideration of the financial statements,
  - iv) the report of the auditor,
  - v) appointment of the auditor, if required,
  - vi) election of directors, and
  - vii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 5.2 1) Quorum at a general meeting is 10% of the Ordinary, Honorary and Associate Members present at all times, but never less than ten members present.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4) If the society has fewer than 10 voting members, the quorum for the transaction of business at a general meeting is all of the voting members.
- 5.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, stands adjourned to a time and place determined by the Board but not more than 14 days later and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
- 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5 1) The President, or in the absence of the President the Vice-President, or in the absence of both the President and the Vice-President one of the other directors present, must preside as chair of a general meeting.
- 2) If at a general meeting no director is present within 15 minutes after the time appointed for holding the meeting, or none of the directors present is willing or able to act as chair, the meeting must choose a member who is present to be chair.
- 5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 5.7 1) Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.

- 2) Each Ordinary, Honorary and Associate Member present has one vote.
- 3) Voting is by show of hands, except where otherwise required, or when a secret ballot is requested by a majority of members present, on a show of hands.
- 4) The authorized representative of an Associate Member is entitled to speak and vote at a general meeting.

5.8 1) Proxy voting is permitted, subject to the following conditions:

- a) a proxy must be held by an Ordinary or an Honorary Member,
- b) an Ordinary or Honorary Member must not hold more than three proxies, and
- c) a proxy is only valid for a specified general meeting.

3) An instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

*I, \_\_\_\_\_, of \_\_\_\_\_, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me and on my behalf at the general meeting of the Turkish-Canadian Society on the day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.*

*Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.*

4) A proxy must be delivered to the Secretary at least 15 minutes before the time appointed for the meeting.

5.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

### **Part 6 – Board of Directors**

6.1 1) The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:

- a) the constitution and these bylaws, and
- b) all laws affecting the Society.

2) No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

6.2 1) There must be not less than seven directors, with the number determined by ordinary resolution at the AGM.

2) The directors must be elected at the AGM, and have a term of one year, beginning at the adjournment of the AGM, and ending at the adjournment of the next following AGM.

3) A director, and a candidate for election as a director, must be

- a) an Ordinary or Honorary Member in good standing, and
- b) qualified to be a director of a company under section 124 of the Business Corporations Act.

4) An election must be by secret ballot, unless the number of candidates is equal to or less than the number of vacancies, in which case the candidates must be declared to be

elected.

5) Where the number of candidates is greater than the number of vacancies, each Ordinary, Honorary and Associate Member present in person or by proxy has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.

6) A director may be re-elected.

6.3 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be an Ordinary Member in good standing, or an Honorary Member,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board without the authorization of the Board.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

6.6 1) The Board may appoint an Ordinary Member in good standing or an Honorary Member as a director to fill a vacancy in the Board which arises other than at a general meeting.

2) A director so appointed holds office only until the conclusion of the next AGM, but is eligible to be elected as a director at that meeting.

6.7 Subject to court approval, the Society must indemnify a director or former director of the Society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Society, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

### ***Part 7 - Proceedings of the Board***

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a majority of directors then in office, but not less than three.

3) A meeting of the Board may be called by the President, by the secretary on the request of four directors, or by resolution of the Board. Notice is sufficient if properly addressed to every director, and sent by ordinary mail, electronic mail or facsimile transmission. Notice



- of a meeting of the Board must be given at least seven days before the meeting, unless notice is waived in writing by all directors.
- 7.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
  - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4
- 1) Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
  - 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
  - 3) In the case of an equality of votes at a meeting of the directors, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution is defeated.
- 7.5 A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee, but at least one director must be a member of each committee.
  - 2) A committee must conform to any rules imposed on it by the Board, may meet as it deems fit or as is required, and must report every act or thing done in exercise of its powers to the earliest meeting of the Board that is held after it has been done.
  - 3) A person who is not a member of the Society may be a member of a committee, but the number of such persons must be fewer than the number of members of the committee who are members of the Society.
- 7.7 Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

### ***Part 8 – Directors' Duties and Conflicts***

- 8.1
- 1) A director must:
    - a) act honestly and in good faith and in the best interests of the Society, and
    - b) exercise the care, diligence and skill of a reasonably prudent person,in exercising the powers and performing the functions of a director.
  - 2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Society.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- a) the duty to act in accordance with the Act and the regulations, or

- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 8.4 1) A director referred to in bylaw 8.3 must account to the Society for profit made as a consequence of the Society entering into or performing the proposed contract or transaction:
- a) unless:
    - i) the director discloses the interest as required by bylaw 8.3,
    - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
    - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
  - b) unless:
    - i) the contract or transaction was reasonable and fair to the Society at the time it was entered into, and
    - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- 2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4 (1)(a) or b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- a) prohibit the Society from entering into the proposed contract or transaction,
  - b) set aside the contract or transaction, or
  - c) make any order that it considers appropriate.
- 8.6 1) An employee or contractor of the Society must not become a director for at least two years after ceasing to be an employee or contractor.
- 2) A director must not become an employee or contractor of the Society for at least two years after ceasing to be a director.

### ***Part 9 – Officers***

- 9.1 1) The Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, a Secretary, and a Treasurer, who are the elected officers.
- 2) The Board may at any time dismiss an elected officer and elect another director to take that person's place.
- 3) If an elected officer ceases to hold office between AGMs, the Board must elect a person from amongst the directors to replace that officer.
- 4) Subject to the bylaws, the Board must determine the titles, authority and responsibility of the officers.

- 5) The Board may appoint an executive director, and determine the remuneration and terms and conditions of employment of that person.
  - 6) The executive director:
    - a) may also be titled the chief executive officer or general manager,
    - b) is entitled to notice of, to attend, to speak, but not to vote at meetings of the Board, and
    - c) is an appointed officer.
- 9.2 The President:
- a) must supervise the other officers in the execution of their duties,
  - b) must chair all meetings of the Board and all general meetings, and
  - c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.
- 9.3 The Vice-President, in the President's absence, must perform the duties of the President.
- 9.4 The Secretary must:
- a) issue notices and keep minutes of meetings of the Society and the Board,
  - b) conduct the correspondence of the Society,
  - c) have custody of all records and documents of the Society except those which must be kept by the treasurer,
  - d) have custody of the common seal of the Society, if any, and
  - e) maintain the register of members.
- 9.5 In the absence of the Secretary from a meeting, the Board must appoint another person to act as secretary.
- 9.6 The Treasurer must:
- a) keep the financial records, including books of account, necessary to comply with the Act, and
  - b) render financial statements to the Board, members, and others when required.
- 9.7 1) The offices of Secretary and Treasurer may be held by one person to be known as the Secretary-Treasurer.
- 2) The duties of the Secretary and the Treasurer may in part be delegated to an employee or agent.

### ***Part 10 – Borrowing and Investment***

- 10.1 1) In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 10.2 The Society must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.

- 10.3 Subject to the Personal Information Protection Act, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
  - b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
  - c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

***Part 11 – Auditor***

- 11.1 This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2 At each AGM the Society must appoint an auditor to hold office until the auditor is re- elected or a successor is elected at the next AGM.
- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of appointment or removal.
- 11.5 No director and no employee of the Society can be auditor.
- 11.6 The auditor may attend general meetings.
- 11.7 The Board must fill all vacancies arising in the office of auditor between AGMs.