
Hellenic Community of Ottawa

BY-LAWS

June 2024

Approved by the General Assembly on June 26, 2024

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PREAMBLE

The following By-laws relate to the conduct and affairs of the Hellenic Community of Ottawa (HCO), Canada, governed by a Board of Directors elected directly by its Members.

These By-laws expand on the purposes and objectives of Charter #0048583, issued by the Province of Ontario to the HCO on June 18, 1943.

In all matters relating to these By-laws, the English text that follows shall be deemed the official ratified version.

Section 1: DEFINITIONS

- 1.1 “**Act**” means the *Ontario Not-for-Profit Corporations Act*, 2010.
- 1.2 “**Affiliate Membership**” has the meaning ascribed to the term in Section 4.5.4 herein.
- 1.3 “**Audit and Finance Committee**” has the meaning ascribed to that term in Section 6.6.2 herein.
- 1.4 “**Board of Directors**” means the body elected to administer the affairs of the HCO.
- 1.5 “**Business Day**” means any week day that is not a Federal and/or Provincial statutory holiday in the Province of Ontario, as well as Holy Friday and Easter Monday, as designated by the Greek Orthodox Church.
- 1.6 “**By-laws**” means these By-laws which govern the HCO.
- 1.7 “**By-laws Committee**” has the meaning ascribed to that term in Section 6.6.3 herein.
- 1.8 “**Chair**” means the duly elected chair of any one of the standing and ad-hoc committees of the HCO. The term Chair shall be used only in conjunction with the role of such person as chair of one of the standing and ad-hoc committees as in, for example Chair of the Nominating and Elections Committee.
- 1.9 “**Chartered Accountant of the Corporation**” means such accountants as the HCO may retain from time to time.
- 1.10 “**Church**” means the Greek Orthodox Church in Ottawa as a church within the Greek Orthodox Archdiocese of Canada.
- 1.11 “**Committee**” means any working group formed and so designated by the Board of Directors or the General Assembly for a specific task or purpose.
- 1.12 “**Corporation**” means the not-for-profit corporation incorporated by Letters Patent on June 18, 1943 as the Hellenic Community of Ottawa with the purpose of serving the HCO and to which the Act applies.
- 1.13 “**Delinquent Member**” has the meaning ascribed to the term in Section 4.3 herein.
- 1.14 “**Director**” means a member of the Board of Directors elected in accordance with the Act and these By-laws.
- 1.15 “**Executive Committee**” has the meaning ascribed to that term in Section 6.7.3 herein.
- 1.16 “**Executive Officers**” refers to the President, First Vice-President, Second Vice-President, Secretary and Treasurer of the Board of the HCO Board of Directors.
- 1.17 “**Fall General Assembly**” refers to the General Assembly held within the last quarter of the calendar year.

- 1.18 “Forming Body”** refers to the body within the HCO that creates a committee, task force or other working group to meet the purposes and aims of the Corporation.
- 1.19 “General Assembly”** means an assembly of the Members of the Corporation.
- 1.20 “General Election”** has the meaning ascribed to in Section 8 herein.
- 1.21 “Greek Orthodox Faith”** means the faith which canonically and historically is under the supreme ecclesiastical jurisdiction of the Ecumenical Patriarchate of Constantinople and its representative the Archbishop of the Greek Orthodox Archdiocese of Canada.
- 1.22 “Head Office”** has the meaning ascribed to the term in Section 2.1 herein.
- 1.23 “Hellenic Community of Ottawa” or “HCO”** means the Hellenic Community of Ottawa as represented by the Corporation and includes all Members in Good Standing.
- 1.24 “Honourary Membership”** has the meaning ascribed to the term in Section 4.5.6 herein.
- 1.25 “Life Time Membership”** has the meaning ascribed to the term in Section 4.5.5 herein.
- 1.26 “Member”** means any person that has paid their applicable HCO membership fees in a relevant fiscal year and is in good standing in terms of payment under a sanctioned HCO membership plan.
- 1.27 “Member in Good Standing”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.28 “Membership Period”** has the meaning ascribed to the term in Section 4.2 herein.
- 1.29 “Minute Book”** means the compiled physical and/or virtual records of the Corporation including corporate constating documents as well as directories listing officers and directors.
- 1.30 “Minutes”** means the written summaries of the formal meetings of the HCO Board of Directors and any Committee.
- 1.31 “New Member”** has the meaning ascribed to the term in Section 4.3 herein.
- 1.32 “Nominating and Elections Committee”** has the meaning ascribed to that term in Section 6.6.1.
- 1.33 “Parish Priest”** means the presiding priest of the HCO, appointed by the Archbishop of the Greek Orthodox Archdiocese of Canada.
- 1.34 “Policy Manual”** means the documentation created and used by the HCO Board of Directors to describe in greater detail procedures and policies referenced in these By-laws. This documentation may be amended from time to time.
- 1.35 “Regular Member”** has the meaning ascribed to the term in Section 4.5.1 herein.
- 1.36 “Senior Member”** has the meaning ascribed to the term in Section 4.5.3 herein.

- 1.37 “Special General Assembly Petition”** has the meaning ascribed to that term in Sections 7.1.4 and 7.2.1 herein.
- 1.38 “Spring Annual General Assembly”** refers to the General Assembly held within the first half of the calendar year, and is considered the Annual General Meeting as prescribed by the Act.
- 1.39 “Student Membership”** has the meaning ascribed to the term in Section 4.5.2 herein.
- 1.40 “Vice-Chair”** refers to the duly elected position of the Member who assumes the role and responsibilities of a Chair in their absence. The term Vice-Chair shall be used only in conjunction with the role of such person as the Vice-Chair of the General Assembly, or of one of the standing and ad-hoc committees.

SECTION 2: HELLENIC COMMUNITY OF OTTAWA CORPORATION

2.1 HEAD OFFICE

The Head Office of the Corporation is located at 1315 Prince of Wales Drive in the City of Ottawa, Province of Ontario, or at such place as members may designate by resolution at a General Assembly.

The administrator of the HCO Head Office has charge of the Minute Book, documents, registers and the Seal of the Corporation.

2.2 SEAL OF THE HELLENIC COMMUNITY OF OTTAWA

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporation's official seal.

2.3 EMPLOYEES OF THE CORPORATION

The Corporation shall not hire any person who is a member of the Board of Directors.

Further, the Corporation may hire a family member, defined as a spouse, child, parent, sibling, niece or nephew of a member of the Board of Directors as well as any spouse of the foregoing, where there is no potential or real conflict of interest from a reporting or supervisory relationship.

A Director shall not participate in the discussions, negotiations, decisions related to the hiring process, setting a salary or reporting structure relating to any family member as defined above, of such Director, to the person being considered for hire or who is a current employee of the Corporation.

2.4 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and terminate on the 31st day of December.

2.5 POLITICAL AFFILIATION

The Corporation shall not participate in any partisan political activities or be affiliated with partisan political parties, partisan political associations or partisan political boards in Canada and/or abroad.

SECTION 3: PURPOSES AND AIMS OF THE HELLENIC COMMUNITY OF OTTAWA

3.1 DECLARATION OF PURPOSES AND AIMS

The purposes and aims of the HCO are to:

- Provide to the Members a place of worship, a church and a place for religious instruction in the Greek Orthodox Faith;
- Promote, support and defend the Greek Orthodox Faith and its representatives by providing moral and financial support to help them fulfill their mission;
- Provide for the progress and well-being of the HCO;
- Provide continuous financial and moral support to the teaching of the Hellenic language and culture at the Hellenic School of Ottawa, which is an institution within the HCO;
- Serve the cultural and social needs and support related events of its Members;
- Foster and promote the Hellenic language, heritage and traditions based on the principles of the Canadian multicultural environment and heritage; and
- Assist new immigrants of Hellenic descent to adapt and develop as Canadian citizens and help newcomers to establish themselves in the Ottawa region.

3.2 DECLARATION OF RELATIONSHIP WITH THE GREEK ORTHODOX ARCHDIOCESE OF CANADA

The HCO shall maintain a relationship with the Greek Orthodox Archdiocese of Canada. This relationship shall be limited to matters of an ecclesiastical nature and any corresponding financial requirements.

It is understood and agreed that any such relationship cannot be contrary to any applicable legislation governing corporations under the laws of the Province of Ontario or these By-laws.

SECTION 4: MEMBERSHIP

4.1 DUTIES AND RESPONSIBILITIES OF MEMBERS

All Members must abide by the Purposes and Aims of the HCO as defined in Section 3.

4.2 MEMBERSHIP PERIOD

The HCO membership period is from January 1st of each calendar year until December 31st of that same calendar year. Membership fees are due by January 31st of each calendar year unless the Member is on an approved payment plan associated with a sanctioned HCO membership plan.

4.3 MEMBERSHIP STANDING

At any time, a person is classified as a:

Member in Good Standing – when they have paid their HCO membership fees for the previous year, or were a Member in Good Standing from another Hellenic Community for the previous year, and when they have paid their HCO membership fees in full for the current year or are on a sanctioned HCO membership plan with monthly payments for the current year, they will be considered in good standing three (3) months after monthly payments have commenced for the current year.

New Member – when they have not previously been a Member of the HCO or any other Hellenic Community, and have paid their HCO membership fees for the current year.

Delinquent Member – when they were previously an HCO Member in Good Standing and have not paid their HCO membership fees for the current year by January 31st.

4.4 COMMENCEMENT OF MEMBERS' RIGHTS

A Member in Good Standing, as defined in Section 4.3, has rights, as defined in Section 4.6, which begin at the commencement of each applicable membership period.

A New Member, as defined in Section 4.3, has rights, as defined in Section 4.6, which begin three (3) months after payment in full or six (6) months after the commencement of an approved payment plan associated with a sanctioned HCO membership plan.

A Delinquent Member, as defined in Section 4.3, will have their rights, as defined in Section 4.6, reinstated and become a Member in Good Standing immediately after bringing their membership current. The immediate past membership period may be paid retroactively.

4.5 MEMBERSHIP CATEGORIES

4.5.1 Regular Membership

To be considered a Regular Member, and have all the rights outlined in Section 4.6, an individual must request Regular Membership and have met all the following requirements:

- Be eighteen (18) years of age or older;
- Be baptised according to the rites of the Greek Orthodox Church, or was received into the Church through chrismation; and
- Be of Hellenic descent or be married to or be the child of someone of Hellenic descent who is currently a member.

4.5.2 Student Membership

To be considered a Student Member, and have all the rights outlined in Section 4.6, an individual must request Student Membership and have met all of the following requirements:

- Be registered full-time or part-time at a Canadian university, college, technical school or high school;
- Be eighteen (18) years of age or older;
- Be baptised according to the rites of the Greek Orthodox Church, or was received into the Church through chrismation; and
- Be of Hellenic descent or married to someone who is.

4.5.3 Senior Membership

To be considered a Senior Member, and have all the rights outlined in Section 4.6, an individual must request Senior Membership and have met all of the following requirements:

- Be 60 years of age or older;
- Be baptised according to the rites of the Greek Orthodox Church, or was received into the Church through chrismation; and
- Be of Hellenic descent or married to someone who is.

4.5.4 Affiliate Membership

Anyone who cannot fulfill all the requirements set out for the other types of membership but wishes to participate in the HCO must request Affiliate Membership, and must meet all of the following requirements:

- Be eighteen (18) years of age or older; and
- Pay the Regular Membership fee.

An Affiliate Member cannot vote at a General Assembly or be elected to the Board of Directors.

The Board of Directors may at any time, by resolution passed by a majority of those present, limit the number of Affiliate Members.

4.5.5 Life Time Membership

A Life Time Member is a Member appointed by the Board of Directors by way of resolution sanctioned by a vote of two-thirds (2/3) of the Members present at a General Assembly.

A person eligible for Life Time Membership is one who by their outstanding conduct and services has made a substantial and worthy contribution to the welfare and spiritual needs of the HCO.

A Life Time Member has all the rights as outlined in Section 4.6.

A Life Time Member is not required to pay membership fees for the entire term of their Life Time Membership.

A Life Time Member is a Member for life, unless their membership is revoked by way of resolution of the Board of Directors. The vote of the Board of Directors shall be recorded as a resolution of the Board of Directors and must be passed by a two-thirds (2/3) majority vote of those present, by secret ballot, as per Section 4.9.

4.5.6 Honourary Membership

An Honourary Member is a person appointed by the Board of Directors by way of resolution sanctioned by a vote of two-thirds (2/3) of the Members present at a General Assembly. A person eligible for Honourary Membership is one who by their outstanding conduct and services has made a substantial and worthy contribution to the welfare and spiritual needs of the HCO.

An Honourary Member has all the rights as outlined in Section 4.6, but cannot vote at a General Assembly or be elected to the Board of Directors.

An Honourary Member is an Honourary Member for life, unless their membership is revoked by way of resolution of the Board of Directors. The vote of the Board of Directors shall be recorded as a resolution of the Board of Directors and must be passed by a two-thirds (2/3) majority vote of those present, by secret ballot, as per Section 4.9.

4.6 DEFINITION OF MEMBERS' RIGHTS

A Member has the right to:

- Speak during General Assemblies, subject to the rules established for the conduct of business at these Assemblies;
- Vote on any matter before a General Assembly;
- Serve on any HCO committee as per Section 6.4;
- Subject to the eligibility requirements set out in Section 8.3, seek office to any elected position of the Board of Directors; and
- Receive preferential rates for HCO services as defined in the HCO Policy Manual.

4.7 REGISTRY OF MEMBERS

A register of all Members, indicating their names, addresses and contact information and whether they have paid their annual membership fees, shall be kept by the Secretary of the Corporation, at the Head Office, and shall be available for inspection to the Executive Officers and to the Chair of the Nominating and Elections Committee. With the express consent of the Member, and in accordance with any governing legislation, other information besides the above may be collected from time to time to serve the needs of the HCO.

4.8 MEMBERSHIP FEES

The Board of Directors shall recommend any changes to the annual fees and the time of their application, subject to approval by a General Assembly.

4.9 SUSPENSION OR CANCELLATION OF MEMBERSHIP

4.9.1 Where the Board of Directors determines that a Member has been shown to have acted contrary to the principles and objectives of the Charter of the Corporation or these By-laws, the Board of Directors may vote to suspend or cancel the membership of this Member.

The vote of the Board of Directors shall be recorded as a resolution of the Board of Directors and must be passed by a two-thirds (2/3) majority vote of those present, by secret ballot.

- 4.9.2** No Member shall have their membership suspended or cancelled without first having been notified in writing by the Board of Directors of the behaviour or actions that have given rise to the allegations of non-compliance against the Member.

Following delivery of notice of a complaint as described above, such notice is to include sufficient information and detail to explain the alleged non-compliance, the Member will be given an opportunity to make representations to the Board of Directors at a special meeting of the Board of Directors.

The Board of Directors will provide not less than twelve (12) Business Days' notice of the special meeting to the Member. The special meeting may be held in person or virtually. All votes on the suspension or cancellation of a Member's membership shall be by secret ballot.

The decision of the Board of Directors will be communicated to the Member within five (5) Business Days of the special meeting of the Board of Directors.

- 4.9.3** Any suspended Member or Member who has had their membership cancelled may request reinstatement in writing to the Board of Directors. The Board of Directors may rescind a cancellation of membership, reduce any suspension or reinstate a suspended Member by a two-thirds (2/3) majority vote at a Board of Directors meeting.

4.10 TERMINATION AND RESIGNATION OF MEMBERSHIP

An individual ceases to be a Member upon the Member's resignation, death, failure to pay the prescribed membership fees within the prescribed time limits, or otherwise in accordance with the By-laws and resolutions of the Corporation.

SECTION 5: BOARD OF DIRECTORS

5.1 OATH OF THE BOARD OF DIRECTORS

Prior to assuming their responsibilities and duties as members of the Board of Directors, and prior to the election of the Executive Committee, the Board of Directors shall take the Oath of Office as outlined in Appendix 1. The Oath of Office shall be administered by the Parish Priest, and shall be repeated by each member of the Board of Directors.

A person refusing to take the Oath of Office and subscribe to same, shall not assume duties as a member of the Board of Directors.

5.2 COMPOSITION OF THE BOARD OF DIRECTORS

5.2.1 Notwithstanding Sections 5.4 and 5.5, the Board of Directors shall consist of not less than eleven (11) persons and not more than fifteen (15) persons elected by the Members at a General Election to manage the affairs of the HCO.

5.2.2 The Board of Directors shall be composed of the five (5) Executive Officers: President, First Vice-President, Second Vice-President, Treasurer and Secretary and six (6) to ten (10) Directors at large.

5.2.3 In addition the Parish Priest of the HCO shall be an ex officio non-voting member of the Board of Directors. The Parish Priest is the spiritual advisor to the Board of Directors and the representative of the Greek Orthodox Archdiocese of Canada, as per the Uniform Community Regulations of the Greek Orthodox Archdiocese of Canada.

5.2.4 At the request of the Board of Directors, the immediate past President shall be an ex officio non-voting member of the Board of Directors. If the past President is absent without reasonable excuse for more than three (3) consecutive meetings or fifty percent (50%) of the meetings within a calendar year of the Board of Directors, the past President will no longer be an ex officio Member of the Board of Directors.

5.3 ELIGIBILITY AND ELECTION OF THE EXECUTIVE OFFICERS

5.3.1 Family members, as defined in Section 2.3, are not eligible to serve together as Executive Officers.

Within twenty (20) Business Days of the General Election, as herein described, a meeting will be convened and chaired by the Chair of the Nominating and Elections Committee, or if the Chair is unavailable, by another member of the Nominating and Elections Committee, to oversee the process whereby the newly elected members of the Board of Directors shall elect the Executive Officers who shall constitute the Executive Office of the Corporation.

The Minutes of the meeting shall:

- Include the names of all Board of Directors members; and
- Be signed by the Chair of the Nominating and Elections Committee and the newly elected Secretary.

5.3.2 If a vacancy occurs with respect to any Executive Officer position, other than that of President, then the Board of Directors shall elect, within one (1) month, from amongst remaining members of the Board of Directors a new Director to fulfill the vacant position for the remainder of the term.

5.3.3 If the position of President becomes vacant, the Board of Directors will elect a new President within one (1) month, from the remaining members of the current Board of Directors. The newly elected President shall be in office for the remaining duration of the existing term. If six (6) months or less are remaining until the end of the existing term, then the First Vice-President, or failing them, the Second Vice-President, will act as President for the remainder of the term.

5.4 RESIGNATION OF DIRECTORS

5.4.1 Any Director may resign by filing a written resignation with the Secretary of the Corporation. Such resignation shall take effect either upon the acceptance thereof by the Board of Directors or upon the expiration of ten (10) Business Days after the filing thereof, whichever shall be the earlier. A Director who resigns shall be deemed to have served for a full term as a Director for the purposes of calculating their eligibility to serve on future Board of Directors notwithstanding when they may have actually resigned in their current term of service as a Director.

5.5 VACANCIES ON THE BOARD OF DIRECTORS

5.5.1 Following a General Election

If vacancies exist on the Board of Directors following a General Election, and after the election of the Executive Committee as per Section 5.3.1, the newly established Board of Directors shall attempt to fill vacancies within twenty (20) Business Days of its first meeting.

The Board of Directors will first call on the non-elected nominees from the election to fill the vacancies. These nominees will be contacted in order of votes received, from the greatest number to the lowest number.

If these nominees decline, or if there are more vacancies than nominees, then any Member who meets the eligibility criteria outlined in the By-laws and is approved by a majority vote of the remaining Directors may be appointed by the Board of Directors to these vacancies.

5.5.2 During the Board of Directors' Term

If vacancies occur during the Board of Directors' term following the completion of the process described in Section 5.5.1, the Board of Directors will call on the remaining non-elected nominees from the previous election to fill the vacancies. These nominees will be contacted in order of votes received, from the greatest number to the lowest number.

If these nominees decline, or if there are more vacancies than nominees, then any Member who meets the eligibility criteria outlined in the By-laws and is approved by a majority vote of the remaining Directors may be appointed by the Board of Directors to these vacancies.

5.5.3 Any Director appointed or elected to fill such vacancy as described in Section 5.5.2, shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

5.5.4 If forty percent (40%) or more of the Directors' positions are vacated at once or cumulatively within the period of one (1) calendar year, the Board of Directors must ask the Nominating and Elections Committee to call elections within one (1) month to fill these vacancies. If the positions are vacated within three (3) months prior to the end of the term, the elections will be carried out as usual at the end of the term.

5.6 POWERS, RESPONSIBILITIES AND DUTIES OF THE EXECUTIVE OFFICERS

5.6.1 President

The President of the HCO shall, whenever present, act as Chair of all meetings of the Directors and the Executive Officers. The President shall be responsible for the overall operations of

the HCO, sign contracts, documents, or instruments in writing that require signature and shall have such other powers and duties as may from time to time be assigned to them by the Board of Directors or as are incidental to office.

The President has the authority to approve and/or spend up to two thousand dollars (\$2,000), without prior approval of the Board, per occasion to a maximum of ten thousand dollars (\$10,000) per fiscal year for business related to the HCO. The President will, however, at the next constituted meeting of the Board of Directors, report the expenditure as part of their report to allow the Board to comment for the official record of the HCO.

5.6.2 First Vice-President

When the President is not available for any reason, the First Vice-President shall be vested with all the powers and shall perform all the duties of the President, namely shall sign contracts, documents or instruments in writing that require their signature and shall have such powers, responsibilities and duties as may from time to time be assigned to them by the Board of Directors or as are incidental to office.

5.6.3 Second Vice-President

When the President and the First Vice-President are not available for any reason, the Second Vice-President shall be vested with all the powers and shall perform all the duties of the President, namely shall sign contracts, documents or instruments in writing that require their signature and shall have such powers, responsibilities and duties as may from time to time be assigned to them by the Board of Directors or as are incidental to office.

5.6.4 Secretary

The Secretary shall act as secretary of all meetings of the Board of Directors and Executive Officers, shall have charge of the Board of Directors Meeting Minutes, and shall sign such contracts, documents or instruments in writing that require their signature. The Secretary shall have such other powers, responsibilities and duties as may from time to time be assigned to them by the Board of Directors when directed to do so. In the absence of the President and the Vice-Presidents, the Secretary shall chair the meetings of the Board of Directors.

5.6.5 Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the HCO and shall direct the deposit of same in the name of the HCO in such bank or banks or other financial institutions as are authorized by the Board of Directors or any other supervisory body that may be constituted by the General Assembly from time to time. The Treasurer shall sign such contracts, documents or instruments in writing that require their signature and shall have such other powers, responsibilities and duties as may from time to time be assigned to them by the Board of Directors or as are incidental to their office. The Board of Directors may require the Treasurer to be bonded.

5.6.6 The Role of the Executive Committee

The Executive Committee shall be responsible for management of the day to day or operational requirements of the HCO, provided that all decisions of the Executive Committee must be approved or ratified by the Board of Directors subject only to the following exceptions:

- Operational matters or decisions which are clearly within the HCO Budget and Financial Statements as communicated to the General Assembly;
- Any decisions relating to a matter which would constitute an emergency (being a decision that if not made, would result in damage or loss to HCO property or assets or allow unsafe conditions to exist at any HCO facilities); or
- Any decision made on behalf of the HCO as a result of specific delegated authority to the Executive Committee by the General Assembly.

5.7 POWERS, RESPONSIBILITIES AND DUTIES OF THE BOARD OF DIRECTORS

5.7.1 The Board of Directors shall exercise the authority and act on behalf of the HCO in all matters subject to these By-laws, any governing legislation and to decisions of the General Assembly.

5.7.2 The Responsibilities of the Board of Directors as vested by the General Assembly are to:

- Ensure the daily affairs of the HCO are run in accordance with these By-laws and any governing legislation;
- Ensure the quarterly financial reports are completed within twenty (20) Business Days after each quarter;
- Provide details of expenditures over and above the approved HCO Budget to the Audit and Finance Committee on a monthly basis;
- Report expenditures over and above the approved HCO Budget to the next General Assembly;
- Formulate policies consistent with the HCO's Purposes and Aims;
- Present a budget to the General Assembly which includes the cost of maintaining buildings and assets of the HCO;
- Create committees to review all HCO assets every two (2) years to ensure the ongoing maintenance of the HCO's buildings, equipment and properties and to report replacement or maintenance requirements before the end of the term and have it presented at the Fall General Assembly;
- Execute any special resolution or decisions of a General Assembly or Special General Assembly;
- Create and/or maintain policies and Policy Manuals to assist in the administration and functions of the HCO;
- Communicate substantial HCO financial matters and updates to the Members as they arise; and
- Carry appropriate Director and Officer Liability Insurance.

5.7.3 Subject to the provisions of any governing legislation, the Board of Directors shall, by a majority vote of those present at a duly constituted meeting of the Board of Directors as per Section 5.8, pass all rules and resolutions necessary for:

- All matters that relate to the conduct of the business and affairs of the HCO;

- The management of the property of the HCO;
- The acceptance and recommendation for replacement of the Clergy, including the creation of an employment contract;
- The hiring, appointing and dismissal of employees of the HCO but not the creation of new employment positions without the approval of the General Assembly;
- The setting of fees and dues for HCO programs and services; and
- The acceptance, rejection or suspension of Members.

5.7.4 The Board of Directors may propose changes and amendments to the said By-laws, resolutions, rules and regulations to the By-laws Committee for approval by a General Assembly.

5.7.5 The Board of Directors has the right to create and dissolve Committees, and set their terms of reference with the exception of Committees of the General Assembly as defined in Section 6.6.

5.7.6 The Board of Directors may approve, by simple majority vote, any expenditure related to the business of the HCO, whether included in the current HCO Budget or not previously included in the current HCO Budget, based upon the guiding principles that expenditures must be:

- Necessary for the orderly operation of the HCO;
- Undertaken with a view to receiving the best value for the HCO; and
- Based upon multiple competitive bids, quotes or estimates, where possible.

The following limits shall also serve as a guideline to the Board of Directors:

- Up to \$10,000 – may be approved at the discretion of the Board of Directors;
- \$10,001 - \$25,000 – may be approved after having sought at least two (2) and if possible three (3) price quotes from qualified service providers for the product or services required (where applicable);
- \$25,001 - \$100,000 – may be approved after having conducted a tender or competitive bid process for the product or services required. Where applicable or practicable, and should a tender or competitive bid process not be practical or possible in the circumstances, the Board of Directors shall have sought not less than three (3) price quotes from qualified service providers; and
- Over \$100,000 – may be approved with the consent of the General Assembly following a tender or competitive bid process for the product or services required. Where applicable or practicable, and should a tender or competitive bid process not be practical or possible in the circumstances, the Board of Directors shall have sought not less than three (3) price quotes from qualified service providers.

5.7.7 If any emergency expenditure was incurred, a detailed report for each item must be furnished to the Audit and Finance Committee and made available at the next General Assembly.

5.7.8 Additional responsibilities, duties and procedures of the Board of Directors are outlined in the HCO Policy Manual.

5.8 MEETING OF THE BOARD OF DIRECTORS

5.8.1 General

The Board of Directors shall meet regularly at such time and place as they may from time to time determine. Special meetings of the Board of Directors shall be held at any time when the President or a majority of the Board of Directors shall deem it necessary, and the Secretary, by the direction of the President, or the majority of the Board of Directors, shall convene a special meeting of the Board of Directors.

The approved Minutes of the meetings of the Board of Directors shall be signed by the Secretary and the President.

5.8.2 Participation by Telephonic or Electronic Means

Subject to the provisions of the Corporation's constituting documents, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

5.8.3 Notice

The Board of Directors shall set a schedule of regular monthly meetings. Notice of any additional meeting of the Board of Directors may be called by the President or Secretary and be communicated to each Director not less than five (5) Business Days before the meeting is to take place.

The agenda for each meeting shall be sent to each Director not less than three (3) Business Days before the meeting is to take place.

5.8.4 Quorum

Excluding ex officio members, at least two-thirds (2/3) of the members of the Board of Directors shall be present, whether in person or by telephonic or electronic means, as per Section 5.8.2, in order to form a quorum at any meeting of the Board of Directors. No business shall be transacted at any meeting unless a requisite quorum shall be present at the commencement of such business and the quorum is maintained throughout the meeting. Questions arising at any meeting of the Board of Directors shall be decided by a majority vote. In case of equality of votes, the Chair of the meeting shall cast the deciding vote.

No person shall act as proxy for an absent Director at a meeting of the Board of Directors, as per Section 23(5) of the Act.

5.8.5 Chair at Meeting of Board of Directors

The President of the Corporation, or in their absence, the First Vice-President, or in their absence, the Second Vice-President, or in their absence, the Secretary shall preside as Chair of every meeting of the Board of Directors.

The President of the Corporation, even when present, can from time to time appoint the First Vice-President to Chair a meeting of the Board of Directors.

If at any meeting neither the President nor the Vice-President(s) nor the Secretary are present within fifteen (15) minutes after the time appointed for holding the meeting, or if each of them shall indicate that they are not willing to act as Chair, the remaining members of the Board of Directors may choose any one of their number by majority vote to be Chair.

5.9 EXECUTION OF CONTRACTS

5.9.1 Contracts, documents or other such instruments in writing requiring the signature of the HCO are to be signed by the President or in their absence one of the Vice-Presidents, together with the Treasurer and shall be binding upon the HCO without any further authorization or formality.

5.9.2 In addition, the Board of Directors may direct the manner in which any person or persons, by whom any specific, or general class of documents, may or will be signed on behalf of the Corporation.

5.9.3 The Corporate Seal may, when required, be affixed to contracts, documents or instruments in writing as aforesaid, by any Officer or person appointed by resolution of the Board of Directors.

5.10 LIMITATION OF LIABILITY, INDEMNITY AND INSURANCE OF THE BOARD OF DIRECTORS

5.10.1 Limitation of Liability

Except as otherwise provided in the Act, no individual referred to in Section 5.10.2 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through their failure, when exercising the powers and discharging the duties of their office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.10.2 Indemnity

5.10.2.1 Subject to the Act, the Corporation will indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal, administrative, investigative or other proceeding in which they are involved because of their association with the Corporation or other entity if:

- They acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a Director or Officer or in a similar capacity at the Corporation's request; and
- In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

5.10.2.2 The right to indemnity provided in this Section 5.10.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 5.10.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 5.10.2.1. The Corporation will also indemnify the persons listed in Section 5.10.2.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

5.10.3 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any individual referred to in Section 5.10.2 against any liabilities and in any amounts as the Board of Directors may determine and as are permitted by the Act.

5.11 FAILURE TO FULFILL DUTIES

5.11.1 A Member of the Board of Directors may be removed from the Board of Directors if they are unable or refuse to fulfill their duties as outlined under the Act or these By-laws, or is absent without the Board of Directors' approval for more than three (3) consecutive meetings or fifty percent (50%) of the meetings of the Board of Directors within a calendar year.

5.11.2 Where in the opinion of two-thirds (2/3) of the Board the Directors, as determined by a vote of the Directors by secret ballot, any Director has failed to fulfill their duties, the Director may be asked to resign from the Board. Failing which, the Board of Directors may remove the Director from the Board of Directors.

5.12 DISQUALIFICATION OF DIRECTORS

5.12.1 A Member of the Board of Directors shall cease to be a Director in the following circumstances:

- When the Director has submitted their resignation in writing to the Board of Directors;
- When the Nominating and Elections Committee, within twenty (20) Business Days after an election, discovers that a Member elected to the Board of Directors does not meet all of the requirements and/or qualifications to be a Member or a Director;
- If the Director is found to be incompetent and becomes of unsound mind;
- If, by language, conduct or other behaviour the Director is found to be acting inconsistently with the principles and objectives of the HCO, these By-laws, or with the legal, statutory or common law obligations of the Director; or
- If the Director has been found guilty of an offence under the Criminal Code of Canada or an offence under the Controlled Drugs and Substances Act or if the Director is or becomes bankrupt or the subject of bankruptcy proceedings.

5.12.2 The disqualification of a Director shall not be valid unless it is approved by a vote of at least two-thirds (2/3) of the members of the Board of Directors, voting by secret ballot, called at a special meeting to determine whether or not a Director ought to be disqualified.

5.13 BOARD OF DIRECTORS - GENERAL

The Board of Directors of the Corporation shall:

- Serve without remuneration or compensation;
- Not seek or receive directly or indirectly any financial or other benefit from their position as a Director;
- Be reimbursed for authorized expenses incurred by them in the performance of their duties and approved by the Board of Directors; and
- Not use their position to their advantage, or to the advantage of a family member or related party, when they are carrying out business related to the affairs of the Corporation.

SECTION 6: COMMITTEES

6.1 GENERAL

Committees may be formed by either a General Assembly or the Board of Directors.

Notwithstanding this, all committees are subject to the overriding authority of the Board of Directors, which assumes responsibility for the actions of committees with the exception of Committees of the General Assembly as defined under Section 6.6.

The HCO By-laws identify committees that must exist as part of the fulfillment of the obligations of the Board of Directors and of the General Assembly.

The HCO Policy Manual identifies suggested committees that from time to time may be created, as the need and expertise allow.

6.2 CONDUCT OF COMMITTEES

6.2.1 All committees of the General Assembly, and of the Board of Directors, shall conduct their mandate in a manner that is consistent with the authority granted by the General Assembly and/or the Board of Directors, as the case may be.

6.3 QUORUM OF COMMITTEES

6.3.1 The presence of a majority of the members of any of the Committees constitutes a quorum at a meeting of the Committee.

6.4 FORMATION AND DISSOLUTION OF COMMITTEES AND COMMITTEE CHAIRS

6.4.1 Committees of the General Assembly

6.4.1.1 Standing Committees of the General Assembly are created or dissolved by the General Assembly. From time to time a General Assembly may create or dissolve ad-hoc committees with specific mandates and terms of reference. The General Assembly may elect the members and Chairs of these committees or direct the Board of Directors to do so.

6.4.1.2 It is the responsibility of the Board of Directors to ensure that all Standing Committees of the General Assembly fulfill their mandates and terms of reference consistent with these By-laws or as directed by the General Assembly. Every Standing Committee of the General Assembly shall be required to provide a report to the Board of Directors and then to the General Assembly. The Board of Directors may also be directed by the General Assembly to oversee the activities of ad-hoc committees created by the General Assembly in which case any ad-hoc committees that the Board of Directors is directed to oversee shall report to the Board of Directors and then to the General Assembly. All other ad-hoc committees created at a General Assembly shall report directly to the General Assembly if specifically required in their mandate.

6.4.2 Committees of the Board of Directors

6.4.2.1 Standing Committees of the Board of Directors are created or dissolved by the Board of Directors. From time to time the Board of Directors may create ad-hoc committees with specific mandates and terms of reference. The Board of Directors will appoint the members and Chairs of these committees or determine specific procedures for their composition and organization.

6.4.2.2 It is the responsibility of the Board of Directors to ensure that these committees fulfill their mandate and terms of reference consistent with these By-laws and direction of the Board of Directors and report to the General Assembly if instructed to do so by the Board of Directors.

6.5 CHANGES TO COMMITTEES

6.5.1 The Board of Directors may, at its sole and absolute discretion, appoint additional persons, either from the Board of Directors or from the Membership at large to serve on any committee with the exception of the Committees of the General Assembly.

6.6 STANDING COMMITTEES OF THE GENERAL ASSEMBLY

6.6.1 Nominating and Elections Committee

6.6.1.1 The Nominating and Elections Committee shall be a standing committee consisting of three to five (3 to 5) Members of the HCO in good standing, who are not members of the current Board of Directors and who shall relinquish the right to run for office on the Board of Directors while they serve on the Nominating and Elections Committee.

6.6.1.2 The Nominating and Elections Committee shall be elected for a two (2) year term at the first Fall General Assembly of the current Board of Directors' term.

6.6.1.3 The mandate of the Nominating and Elections Committee is to consider, recruit and evaluate all potential candidates for the Board of Directors who meet the qualifications set out in Section 8.3 and who are most likely to advance the objectives of the HCO. The Committee shall conduct the elections for the Board of Directors, as outlined in the HCO Policy Manual. In addition, the Committee shall conduct the election of the HCO Executive Officers from among the newly elected members of the Board of Directors, as outlined in the HCO Policy Manual.

6.6.1.4 The Nominating and Elections Committee shall perform its duties consistent with the terms of reference as defined and set out in the HCO Policy Manual.

6.6.1.5 The Nominating and Elections Committee shall update the outgoing Board of Directors on its progress, and shall ultimately report its findings to the General Assembly, as set out in the HCO Policy Manual.

6.6.2 Audit and Finance Committee

6.6.2.1 The Audit and Finance Committee shall be a standing committee consisting of at least three to five (3 to 5) Members of the HCO in good standing, who are not members of the current Board of Directors.

The HCO Treasurer shall serve as liaison, with non-voting rights, to the Audit and Finance Committee.

6.6.2.2 The Audit and Finance Committee shall be elected for a two (2) year term at the first Spring Annual General Assembly of the current Board of Directors' term.

6.6.2.3 The mandate of the Audit and Finance Committee, working with the HCO's accountants, is to verify and ensure that all funds received and paid by the HCO are properly collected and expended in accordance with the HCO By-laws, subject to the limits set out in Section 5.7.6 and pursuant to decisions taken by the Board of Directors or at the General Assembly and sound audit procedures and according to generally accepted accounting procedures.

6.6.2.4 The Audit and Finance Committee shall perform its duties consistent with the terms of reference as defined and set out in the HCO Policy Manual.

6.6.2.5 The Audit and Finance Committee reports to the Members at General Assemblies, and works with the Board of Directors in order to assist it with the proper management of HCO operations.

6.6.3 By-laws Committee

6.6.3.1 The By-laws Committee shall be a standing committee consisting of at least three to five (3 to 5) Members of the HCO in good standing, who are not members of the current Board of Directors.

6.6.3.2 The By-laws Committee shall be elected for a three (3) year term at the Spring Annual General Assembly.

6.6.3.3 The mandate of the By-laws Committee is to ensure compliance with the Act, and to generate suggestions or receive input from the membership relating to the HCO By-laws, policies and operations and make recommendations to the Board of Directors and the Members at General Assemblies with respect to same. In addition, the By-laws Committee serves as a resource to the Board of Directors in interpreting the HCO By-laws and determining if actions taken are consistent with these By-laws.

6.6.3.4 The By-laws Committee shall perform its duties consistent with the terms of reference set out in the HCO Policy Manual.

6.6.3.5 The By-laws Committee shall work with the Board of Directors throughout the term of its mandate and shall ultimately report its findings to the General Assembly, as set out in the HCO Policy Manual.

6.6.4 The Standing Committees of the General Assembly shall, with a view to promoting good governance and efficient operations of the HCO, table their reports, findings and recommendations to the Board of Directors prior to directly addressing the Members at General Assemblies or making the contents of their report, findings and recommendations public.

6.7 STANDING COMMITTEES OF THE BOARD OF DIRECTORS

6.7.1 Church Committee

6.7.1.1 The Church Committee shall be a standing committee consisting of at least three (3) Members of the HCO in good standing and the Parish Priest of the HCO.

6.7.1.2 The Church Committee shall be appointed by the Board of Directors for a specified term, not to exceed the term of the Board of Directors.

6.7.1.3 The mandate of the Church Committee is to help with the operation of the Church and provide assistance to the Parish Priest who shall have an advisory role on the Church Committee by virtue of his position.

6.7.1.4 The Church Committee shall perform its duties consistent with the terms of reference set out in the HCO Policy Manual.

6.7.2 Membership Committee

6.7.2.1 The Membership Committee shall be a standing committee consisting of at least three (3) Members of the HCO in good standing.

6.7.2.2 The Membership Committee shall be appointed by the Board of Directors for a specified term, not to exceed the term of the Board of Directors.

6.7.2.3 The mandate of the Membership Committee is to manage the solicitation of new Members, renewal of memberships and promotion of stewardship.

6.7.2.4 The Membership Committee shall perform its duties consistent with the terms of reference set out in the HCO Policy Manual.

6.7.3 Executive Committee

6.7.3.1 The Executive Committee shall be a standing committee consisting of the President, First Vice-President, Second Vice-President, Treasurer and Secretary of the Board of Directors.

6.7.3.2 The Executive Committee shall be elected by the Board of Directors for a specified term, not to exceed the term of the Board of Directors, as per Section 5.3.1.

6.7.3.3 The mandate of the Executive Committee is to manage the day to day affairs of the HCO that arise between meetings of the Board of Directors, develop the agenda for meetings of the Board of Directors, represent the HCO in public, sign contracts, documents, or instruments in writing that require signature as defined by their respective duties and responsibilities defined in Section 5.6, and generally in compliance with such rates as set out in the Act.

6.7.3.4 The Executive Committee shall perform its duties consistent with the terms of reference set out in the HCO Policy Manual.

The Executive Committee shall obtain approval of the Board of Directors for all expenditures, in particular for emergencies exceeding the spending limits as set out in Section 5.7.6 and shall inform the membership of required actions and/or decisions in a timely manner.

SECTION 7: GENERAL ASSEMBLIES OF THE CORPORATION

7.1 CALLING GENERAL ASSEMBLIES

7.1.1 In accordance with the Act, it is the responsibility of the Board of Directors to call at least two (2) General Assemblies in each calendar year, as per Section 7.1.2, to deal with the matters of the HCO.

7.1.2 The first such meeting shall be held within the first half of the calendar year and be referred to as the Spring Annual General Assembly and the second such meeting shall be held within the last quarter of the calendar year and be referred to as the Fall General Assembly.

7.1.3 In addition, the Board of Directors may, if it considers a matter of sufficient importance, call a Special General Assembly of the Members for the purpose of considering that matter.

7.1.4 A Member may request that a Special General Assembly be called on a specific issue, provided that they submit a completed HCO Special General Assembly Petition as per the HCO Policy Manual. The petition must be signed by the same number of Members that would be required to establish a quorum at a General Assembly, as set out in the various sections of Section 7.6.

Upon receipt of a Special General Assembly Petition, the Board of Directors shall review the name and signature of each signatory and shall confirm that each signatory is a Member in Good Standing as defined by the HCO By-laws Section 4, within five (5) Business Days of receipt of the Special General Assembly Petition.

7.2 NOTICE OF GENERAL ASSEMBLIES

7.2.1 A notice stating the day, hour, and place of meeting and including an agenda with the topics to be discussed at the General Assembly, shall be served either personally or by mail or electronic means to each Member at their last known address or email address if by electronic means, and posted at the HCO premises and on the HCO website at least four (4) weeks prior to the proposed date of the General Assembly.

In the case of a Special General Assembly, notice shall be served as above, at least ten (10) Business Days prior to the proposed date of the Special General Assembly.

7.2.2 The Board of Directors shall not be required to verify that notice of General Assembly as described in Section 7.2.1 has been received by the Members.

Notice of meetings shall be deemed to have been received by intended recipients.

7.3 CHAIR, VICE-CHAIR, SECRETARY AND CHARTERED ACCOUNTANT AT GENERAL ASSEMBLIES

7.3.1 A Chair and Vice-Chair shall be elected at the Fall General Assembly in any year where the Board of Directors is to be elected. They shall preside as Chair and Vice-Chair for all meetings in the subsequent two (2) calendar years. An Office Administrator of the HCO or the current Secretary of the Board of Directors shall serve as the Secretary of the General Assembly.

7.3.2 The Chair shall conduct any duly called General Assembly in accordance with Section 7.4 consistent with the HCO Policy Manual and as per the Act.

7.3.3 Should the Chair be unable or unwilling to conduct the General Assembly, then the Vice-Chair shall conduct any duly called General Assembly as prescribed in Section 7.3.2.

7.3.4 The Secretary of the General Assembly shall ensure that the Minutes are completed within twenty (20) Business Days following each General Assembly for review and approval by the Chair.

The Minutes shall be duly signed by the Secretary and the Chair of the General Assembly within thirty (30) Business Days following each General Assembly.

7.3.5 Should no Chair or Vice-Chair be elected for the two (2) year term, as per Section 7.3.1, or if one or all of the elected individuals are unable to fulfill their duties, then the Members shall elect a replacement or replacements at the time of each duly called General Assembly.

7.3.6 The Chartered Accountant of the Corporation should be provided with the opportunity to address the General Assembly on the nature of their engagement and to provide a report to the General Assembly on the finances of the Corporation.

7.4 CONDUCT OF GENERAL ASSEMBLIES

7.4.1 Meetings will be conducted in accordance with the HCO By-laws and the Act.

7.4.2 A Member may speak in either the English or the Greek language at a General Assembly. However, all official Minutes shall be recorded in the English language, and English will be the official and binding text for all of the business conducted at the HCO General Assemblies.

7.4.3 Subject to the provisions of the Corporation's constating documents, if any, a General Assembly may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a General Assembly is deemed for the purposes of the Act to be present at the meeting.

7.5 PROXIES

7.5.1 Proxies and proxy voting shall be permitted at a General Assembly, provided that all proxies will be verified prior to being counted in any vote. The process for the creation, use and validation of proxies shall be governed by the relevant provisions of the Act. Only Members shall be eligible to provide a proxy for use at a General Assembly or otherwise.

7.5.2 An authorized proxyholder shall be permitted no more than three (3) proxies.

7.5.3 Any Member shall have the right to exercise any proxy they have in their possession, subject to the limitation in Section 7.5.2. Proxies are administered by the Secretary of the Board of Directors, or as per the HCO Policy Manual.

7.6 QUORUM AND VOTING MAJORITIES AT GENERAL ASSEMBLIES

7.6.1 The required quorum for any General Assembly or Special General Assembly must be met at the beginning of the meeting but is not required for each successive agenda item throughout the meeting.

7.6.2 No General Assembly shall be conducted with fewer than fifty (50) Members eligible to vote in person or by proxy or where a virtual meeting option is being utilized by telephonic or electronic means.

7.6.3 Each Member present at a General Assembly, and entitled to vote, shall have one vote.

7.6.4 At any General Assembly, the Chair must announce that a resolution has been carried or carried unanimously or by a particular majority based on the number of votes recorded in favour of or against the motion.

7.6.5 Non-Property Related Matters

7.6.5.1 For Non-Property Related Matters, the presence of at least seventy-five (75) Members eligible to vote in person or by proxy, or where a virtual meeting option is being utilized by telephonic or electronic means, shall constitute a quorum at any meeting, excluding:

- Matters pertaining to the sale, transfer, mortgage of any part of the property of the HCO;
- Expansion or major modification of existing real property of the HCO exceeding the spending limits as per Section 5.7.6;
- Purchase or lease of new property by the HCO;
- Any mortgage transaction involving property of the HCO; and
- By-law Amendments.

7.6.5.2 Non-Property Related Matters shall be decided by a majority of votes, including proxies, as cast by eligible Members and having achieved quorum.

7.6.5.3 If quorum is not established at a General Assembly but when at least fifty (50) voting Members are present in person or by proxy, or where a virtual meeting option is being utilized by telephonic or electronic means, then the General Assembly may proceed as if quorum was established and may conduct votes and take decisions on any of the business of the Corporation with the exceptions of Property Related Matters and By-law Amendments.

Where approved decisions are taken, based on majority approval at such a General Assembly, within one (1) week following this meeting, the Secretary of the Board of Directors shall notify all HCO voting Members by regular mail or by electronic means of decisions made based upon voting at such General Assembly and ask all voting Members to ratify such decisions by mail or by electronic means. Their response should reach the Secretary of the Board of Directors within fifteen (15) Business Days from the date of mailing/notice.

Where a vote by mail or electronic means occurs as described above, the ultimate result of the motion shall be determined by the majority of those mail and electronic votes cast by Members.

7.6.6 Property Related Matters

7.6.6.1 For Property Related Matters listed below, the presence of at least one hundred (100) Members eligible to vote in person or by proxy, or where a virtual meeting option is being utilized by telephonic or electronic means, shall constitute a quorum at any meeting, including:

- Matters pertaining to the sale, transfer, mortgage of any part of the property of the HCO;
- Expansion or major modification of existing real property of the HCO exceeding the spending limits as per Section 5.7.6;
- Purchase or lease of new property by the HCO; and
- Any mortgage transaction involving property of the HCO.

7.6.6.2 For every proposal which includes that any part of the real or leasehold property of the Corporation is to be sold, transferred or mortgaged, or new property purchased or leased, or the expansion or major modification of existing property, or issued as security in a mortgage

transaction, the Board of Directors shall prepare a recommendation approved by not less than two-thirds (2/3) of its Directors at a Board of Directors meeting and then presented for approval by a vote of not less than two-thirds (2/3) majority of those Members present at a General Assembly, including proxies, or where a virtual meeting option is being utilized by telephonic or electronic means, and having achieved quorum.

7.6.6.3 When quorum is not achieved for Property Related Matters, a Special General Assembly will be called as per Section 7.2.1.

7.6.6.4 Failure to achieve quorum for Property Related Matters, does not mean that Non-Property Related agenda items cannot be addressed.

7.6.7 By-law Amendments

7.6.7.1 For By-law Amendments, the presence of at least one hundred (100) Members eligible to vote, in person or by proxy, or where a virtual meeting option is being utilized by telephonic or electronic means, shall constitute a quorum at any meeting.

7.6.7.2 These By-laws may be amended, repealed or re-enacted by way of resolution passed and confirmed by a vote of not less than two-thirds (2/3) majority of those Members present at a General Assembly, including proxies, or where a virtual meeting option is being utilized by telephonic or electronic means, and having achieved quorum.

7.6.7.3 When quorum is not achieved for By-law Amendments, a Special General Assembly will be called as per Section 7.2.1.

7.6.7.4 Failure to achieve quorum under this Section does not mean that Non-Property Related agenda items cannot be addressed.

7.7 ADJOURNMENT

The Chair, may for the benefit of the General Assembly, request a motion to adjourn the meeting.

SECTION 8: GENERAL ELECTION OF THE BOARD OF DIRECTORS

8.1 TIMING OF ELECTIONS

General Elections are to be held every two (2) years between October 1st and November 30th. The date shall be set by resolution of the Board of Directors two (2) months in advance of the proposed election. The activities leading up to the election and the election itself shall be administered by the Nominating and Elections Committee in accordance with these By-laws and the Act.

8.2 TERM OF OFFICE OF THE BOARD OF DIRECTORS

Each elected Director shall hold office for a term not exceeding two (2) years commencing January 1st in the year following a General Election or the earliest that a newly elected Board of Directors may assume duties as defined by a General Assembly and as per Section 5.7. The term of an elected Director shall end on December 31st in the year of a General Election.

8.3 ELIGIBILITY FOR ELECTION TO THE BOARD OF DIRECTORS

In order to be eligible for election to the Board of Directors, a candidate must meet all the following qualifications:

- Be a Member in Good Standing as defined in Section 4.3;
- Has been a Member in Good Standing of the HCO for at least two (2) full years immediately preceding the date of the election;
- Be a resident of the City of Ottawa or surrounding region for a continuous period of two (2) years;
- Be a Canadian citizen or permanent resident;
- Be of Hellenic descent or married to a person of Hellenic descent;
- Be a person of the Greek Orthodox Faith who lives their life in accordance with the faith and canons of the Church;
- Not have a criminal record and shall be required to obtain a clear police check/verification from the City of Ottawa Police Department; and
- Have not served on the three (3) previous consecutive terms of the Board of Directors, with the only exception being a past Director shall be permitted to serve an additional term as a Director if vacancies exist on the Board of Directors following a General Election, as per Section 5.5.1.

8.4 NOMINATIONS

8.4.1 All nominations to the Board of Directors must be in writing on a Nomination Form designed for this purpose by the Nominating and Elections Committee and be available at the HCO Head Office no less than thirty (30) Business Days prior to the date set for the election.

Each completed Nomination Form must be submitted to the HCO Head Office, to the attention of the Nominating and Elections Committee and be time-stamped as received by Noon (12:00 p.m.), ten (10) Business Days prior to the date set for the election.

8.4.2 All nominees must be HCO Members eligible to serve on the Board of Directors as defined in Section 8.3 and be sponsored by not less than five (5) other HCO Members in Good Standing.

8.4.3 It is the responsibility of the Nominating and Elections Committee to verify the eligibility of all candidates and their sponsors.

8.5 POSTING OF NOMINATIONS

No later than five (5) Business Days prior to the date fixed for election by resolution of the Board of Directors, the Nominating and Elections Committee shall cause to be posted at the HCO premises and HCO website, the names of the eligible candidates submitted for the Board of Directors.

8.6 ELECTION BY ACCLAMATION

8.6.1 Should the number of nominees for the Board of Directors be eleven (11) to fifteen (15), these nominees will be declared elected by acclamation.

8.6.2 If fewer than eleven (11) candidates are available, the Nominating and Elections Committee shall postpone the elections for a maximum of fifteen (15) Business Days and seek additional candidates.

8.6.3 The election results listing the acclaimed candidates in alphabetical order, shall then be entered in the HCO Minute Book, and shall be signed by each member of the Nominating and Elections Committee.

8.7 ELECTIONS BY VOTING

8.7.1 In the event that there are more nominees than positions available on the Board of Directors, then elections will take place.

8.7.2 On the date fixed for the election, HCO Members eligible to vote will do so at the place and time designated by the Nominating and Elections Committee.

8.7.3 The Nominating and Elections Committee shall ensure that only Members eligible to vote may vote.

8.7.4 A Member cannot vote in an election for Directors by mail. However, one may vote in advance or by proxy in accordance with the Act and according to the directions established by the Nominating and Elections Committee.

An authorized proxyholder shall be permitted no more than three (3) proxies.

8.7.5 The Nominating and Elections Committee shall administer the election, including the design and preparation of the ballot to be used for voting purposes.

8.7.6 Any candidate may designate a scrutineer of their choice who may be present at the voting location to observe the voting process and the counting of the votes, according to the HCO Policy Manual.

8.7.7 Voting shall be from Noon (12:00 p.m.) and shall terminate at 5:00 p.m. on the date set for the election.

8.7.8 Voting shall be by secret ballot. Each ballot shall be properly initialed by at least one member of the Nominating and Elections Committee.

8.7.9 Immediately after voting is closed, the Nominating and Elections Committee shall validate and count the ballots, tabulate and announce the results according to the HCO Policy Manual.

The candidates receiving the greatest number of votes shall be declared elected for the ensuing term.

In the case of a tie for the last position, the matter will be determined by a drawing of lots supervised by the Nominating and Elections Committee.

The election results showing the number of votes cast for each candidate, shall then be entered in the HCO Minute Book, and shall be signed by each member of the Nominating and Elections Committee.

8.8 QUESTIONING THE VALIDITY OF THE ELECTIONS

8.8.1 Any Member in Good Standing may challenge the validity of an election by submitting a written protest with the Nominating and Elections Committee within five (5) Business Days after such election. The protest must be signed by the originating Member and at least four (4) other Members in Good Standing and set out the grounds or basis upon which the Members seek to challenge the validity of the election.

8.8.2 The Nominating and Elections Committee shall investigate the issue and prepare a report with its findings which shall be submitted to the outgoing Board of Directors for review and resolution, according to the HCO Policy Manual.

8.8.3 Where the basis of any complaint about the conduct or administration of an election includes the questioning of the acts or omissions of the Nominating and Elections Committee, an independent committee consisting of not less than five (5) Members in Good Standing shall be appointed by the outgoing Board of Directors to review the challenge and the conduct and administration of the election.

Section 9: WINDING UP AND DISSOLUTION

9.1 The Members may decide that they no longer wish to operate or maintain the HCO and in such a case, the Members may vote to wind up the Corporation. In the event that the Members wish to consider the winding up of the Corporation, the winding up will be discussed and voted upon at a Special General Assembly called in accordance with these By-laws.

9.2 Should the Members vote to wind up the Corporation at a Special General Assembly, the Members will appoint a liquidator in accordance with Section 123(2) of the Act. The winding up and dissolution of the Corporation shall be carried out pursuant to and in compliance with the Act and with a view to satisfying any outstanding obligations of the Corporation. Subject to Section 9.3, once all obligations of the Corporation are satisfied, the Corporation shall dispose of any remaining property or assets of the Corporation prior to the dissolution of the Corporation. The transfer of these assets may be made to a new corporation with the same objects and goals of the HCO as a successor to the HCO.

9.3 Notwithstanding any provision to the contrary in these By-laws or the Act, in the event the Corporation is being wound up and ultimately dissolved, whether on a voluntary basis or otherwise, the Members acknowledge that it is their intention that, to the extent that the Corporation continues to own assets or property following the satisfaction of all corporate obligations as part of the winding up process, and should there be no successor corporation put in place to replace the HCO, it is the intention of the Members that any remaining property or assets shall be transferred to the Greek Orthodox Archdiocese of Canada.

APPENDIX 1

BOARD OF DIRECTORS OATH OF OFFICE

From the “Uniform Community Regulations of the Greek Orthodox Archdiocese of Canada”

“I do solemnly affirm that I will uphold the dogma, teaching, traditions, holy canons, worship, and moral principles of the Greek Orthodox Church, as well as the Archdiocese Charter, discipline to the Uniform Community Regulations of the Greek Orthodox Archdiocese of Canada and the By-laws of the Hellenic Community of Ottawa, and that I will fulfill faithfully and sincerely the duties and obligations required of a member of the Community Council. So help me God.”