



## **GENERAL OPERATING BY-LAW**

**A BY-LAW relating generally to the transaction  
of the business and affairs of:**

**UKRAINIAN CANADIAN CONGRESS SASKATCHEWAN  
PROVINCIAL COUNCIL, INCORPORATED (“UCC-SPC”)**

**BE IT ENACTED as a By-law of UCC-SPC as follows:**

### **INTERPRETATION**

**1.01** Definitions. In the by-laws of UCC-SPC, unless the context otherwise requires:

“Act” means The Non-Profit Corporations Act, being Chapter N-4.1 of the Revised Statutes of Saskatchewan, 1978, and any statute that may be substituted therefor, as from time to time amended;

“Appoint” includes “elect” and vice versa;

“Board” shall mean the Board of Directors;

“Branch” shall mean a Branch in Saskatchewan established or accepted by the Board;

“Year-end” shall mean the fiscal year-end of UCC-SPC and shall be December 31 in any particular year.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and

words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organisations.

## **OBJECTS OF UCC-SPC**

**2.01** The purposes and objects of UCC-SPC are:

- (a) To act as an authoritative representative for the Ukrainian Canadian community before the people and Government of Saskatchewan;
- (b) To strengthen and co-ordinate the participation of Ukrainian Canadians in the Saskatchewan social and cultural life based on Christian and democratic principles of justice, freedom and independence;
- (c) To promote the development of friendly and mutually beneficial relations between Saskatchewan and Ukraine;
- (d) To lend support to Ukrainian Canadian Congress towards its goal of assisting Ukraine in building an independent, united, democratic state;
- (e) To plan and develop among Ukrainian Canadians, in Saskatchewan, sound community life in all its aspects; and
- (f) To assist in the preservation and development of Ukrainian culture in Saskatchewan.

**2.02** UCC-SPC shall be carried on without purpose of gain for its members, and any profits or other accretions to UCC-SPC shall be used solely to promote its objects.

## **MEMBERSHIP**

**3.01** The membership of UCC-SPC shall consist of:

- (a) Branches in Saskatchewan established or accepted by the Board;
- (b) Organisations, associations and clubs presently belonging to or hereafter becoming members of Branches in Saskatchewan;
- (c) Member organisations, associations and clubs of Ukrainian Canadian Congress located in Saskatchewan which are not members of a Branch; and
- (d) Those other organisations, associations and clubs in Saskatchewan whose objects are consistent with the objects of UCC-SPC and who have been accepted by UCC-SPC as members.

**3.02** Branches, organisations, associations and clubs may apply for membership by fulfilling the following conditions:

- (a) by declaring in writing their intention to join; and
- (b) submitting their charter or constitution and furnishing information concerning their organisation.

Only those Branches, organisations, associations and clubs whose applications are approved by the Board shall become members of UCC-SPC.

The Board may terminate, by a two-thirds majority of votes cast on the question, the membership of any Member for just cause. Such termination may be appealed to an annual meeting of UCC-SPC.

Any Member may withdraw from membership in UCC-SPC by formally announcing its intention to withdraw 6 months in advance. The notice of withdrawal must be submitted to the Board in writing signed by the duly authorised officers of the Member. At the time of such withdrawal, the withdrawing Member is duty bound to fulfil all financial obligations to UCC-SPC, calculated to the day of expiration of its membership.

**3.03** Membership fees payable to UCC-SPC shall be such amount as may be set by the Directors.

## **BUSINESS OF UCC-SPC**

**4.01** Execution of instruments, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed and have the corporate seal of UCC-SPC affixed on its behalf by any two persons, each of whom must hold one of the offices of either President, Vice-President, Secretary or Treasurer. In addition, in order to conduct the day-to-day business of UCC-SPC, the Board may, from time to time, authorise additional person or persons to sign any particular instrument or class of instruments and direct the manner in which such person or persons shall sign such particular instrument or class of instruments on behalf of UCC-SPC.

**4.02** Banking Arrangements – The banking business of UCC-SPC shall be transacted with such banks, trust companies or other bodies corporate or organisations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorise.

## **DIRECTORS**

**5.01** Election and Term – The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Past President, 4 Directors at large, and the President, or his designate from each of the approved Local Branches of Ukrainian Canadian Congress. Each director, in order to be qualified for election, shall belong to an organisation with Regular Membership in UCC-SPC. At the year 2001 annual meeting and each 3rd annual meeting of Members thereafter, those Directors', then in office, terms shall expire immediately following the election meeting, but, if qualified, shall be eligible for re-election. The election may be by acclamation or, if not, shall be by secret ballot. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

**5.02** Quorum – A majority of the Directors must be present to constitute a quorum at any Directors meeting.

**5.03** Removal of Directors – Subject to the provisions of the Act, the Members may, by resolution passed at a special meeting, remove any Director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors.

**5.04** Vacation of Office – A Director ceases to hold office when: he dies; he is removed from office by the Members; he ceases to be qualified for election as a Director; or, his written resignation is sent or delivered to UCC-SPC, or if a time is specified in such resignation, at the time so specified, whichever is later.

**5.05** Vacancies – Subject to the Act, a quorum of the Board may fill a vacancy in the Board with a Director who shall hold office for the unexpired term of that position. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of Directors required by the articles of incorporation of UCC-SPC, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no such Directors then in office, any Member may call the meeting.

**5.06** Action by the Board – The Board shall manage the business and affairs of UCC-SPC acting honestly and in good faith and with a view to the best interests of UCC-SPC. Subject to Sections 5.10 and 5.11, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Without restricting the generality of the foregoing, the Board shall have the power to hire as an employee or under a contract and fire (if necessary), on such terms as it considers advisable, employees or contractors of UCC-SPC and may specify their duties. Between meetings of the Board, the Executive Committee shall manage the business and affairs of UCC-SPC in the place of the Board and shall make such decisions that are urgent and that are not practical to wait for the next Directors meeting.

**5.07** Committees – The Executive Committee shall consist of the President, Past President, Vice-President, Secretary and Treasurer. The Board may establish other standing and ad hoc committees to whom it may delegate day-to-day duties, and which committees shall consist of Members and/or Directors, one of whom shall be appointed by the Board as Committee Chairman and which Chairman shall report from time to time to the Board.

**5.08** Quorum – The Board shall not transact business at a meeting, other than filling a vacancy in the Board, unless a majority of the Directors are present except where:

- (a) a Director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and
- (b) a majority of Directors would have been present had that Director been present at the meeting.

## **Meetings of the Directors**

**5.09 Meetings by Telephone** – If a majority of the Directors consent, a Director may participate in a meeting of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office.

**5.10 Notice of Meeting** – Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 9.01 to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, including any of the following proposals (except where the Act requires such purpose or business to be specified):

- (a) Submit to the Members any question or matter requiring approval of the Members;
- (b) Fill a vacancy among the Directors or in the office of the Auditor;
- (c) Approve any annual financial statements; or
- (d) Adopt, amend or repeal by-laws.

A Director may in any manner waive notice of or otherwise consent to a meeting of the board.

**5.11 First Meeting of a New Board** – Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

**5.12 Adjourned Meeting** – Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**5.13 Regular Meetings** – The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof, or the business to be transacted thereat, to be specified. The President shall be Chairman of the meetings of the Board.

**5.14 Majority to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman of the Board shall have a second or casting vote.

**5.15 Conflict of Interest** – A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with UCC-SPC shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of UCC-SPC's business would not require approval by the Board or Members, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

**5.16 Remuneration and Expenses** – The Directors shall be paid no remuneration for their services as a director. The Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Director from serving UCC-SPC in any other capacity and receiving remuneration therefor.

**5.17 Attendance at Meetings** – Members and the Executive Director (who are not Directors) may attend (but if they are not Directors shall not vote at) Directors meetings unless the subject matter of the meeting is such that the Directors request non-directors to leave the meeting.

**5.18 Code of Conduct** – The Board may adopt a code of conduct for the Officers, Board of Directors and Members which such parties shall adhere to at all times.

**5.19 Official Language** – Ukrainian, and where necessary, English or French.

## **OFFICERS**

**6.01 Appointment** – The Members may elect any persons entitled to be Directors, by secret ballot, a President, a Vice-President, a Secretary, a Treasurer and such other Officers as the Board may determine including one or more assistants to any of the Officers so appointed. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such Officers powers to manage the business and affairs of UCC-SPC. Any Officer shall, on being elected an Officer, also be a Director, and one person may hold more than one office. If the previous term's President is ineligible or unwilling to continue in office, the immediate Past President shall serve an additional year as Past President.

**6.02 Chairman of the Board** – The President, and in his or her absence the Vice-President, shall be Chairman of the Board. The Board may assign to him any powers and duties that are by any provisions of this by-law assigned to the Chairman; and he shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.

### **6.03 Officers' Duties – The Duties of the Officers are as follows:**

#### **DUTIES OF THE PRESIDENT**

The President shall be the chief officer of UCC-SPC and it shall be this position's responsibility to be vigilant and active in promoting the objectives of UCC-SPC. The President will represent UCC-SPC wherever necessary at all gatherings, functions or conventions involving the interests of UCC-SPC. The President shall preside at all meetings of the Board of Directors, at the General Meeting and at all specially called meetings for UCC-SPC and will be responsible for setting the date, time, and place for the next meeting. The President shall also be an ex-officio member of all committees.

The President must ensure the execution of decisions made by the Board of Directors and Executive. The responsibility of signing all documents is assumed by this position.

#### **DUTIES OF THE VICE-PRESIDENT**

The first Vice-President shall assist the President in the performance of his duties and shall act in the absence or inability of the President.

#### **DUTIES OF THE SECRETARY**

The Secretary shall record (or shall arrange for the recording by an employee or volunteer of UCC-SPC that is acceptable to the Members/Directors) the minutes of all Annual and Special General meetings of the membership, Board of Directors meetings, and Executive Committee meetings and expedite their prompt distribution. The Secretary shall be responsible for ensuring the safe keeping of all records and documents of the UCC-SPC, except for those in the care of another designated officer. The Secretary shall perform such other duties as are assigned by the President.

The Secretary shall present to the President the completed minutes of the Executive Committee and the Board of Directors meetings for review and approval. In the event the President is absent from an Executive Committee or Board of Directors meeting, the minutes shall be presented to the Officer chairing the meeting in the absence of the President for review and approval. Approved minutes of the Board of Directors meeting must be signed by the President or presiding chair of the meeting. Minutes of Executive Committee or Board of Directors meetings will not be distributed unless reviewed and approved by the President or presiding chair.

#### **DUTIES OF THE TREASURER**

The Treasurer shall oversee and assume responsibility for the collection and disbursement of all UCC-SPC funds and ensure that the appropriate records are kept. The Treasurer shall make available regular financial reports to the membership, the Board of Directors and the Executive Committee. These reports will be monthly reports, or any other regular interval approved by the Board, or at the request of the Executive. Upon

vacating the position of Treasurer, an Audit statement of the accounts must be made to ready the books for the next incumbent.

## **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**7.01** Limitation of Liability – No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to UCC-SPC through the insufficiency or deficiency of title to any property acquired for or on behalf of UCC-SPC, or for the insufficiency or deficiency of any security in or upon which any of the money of UCC-SPC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of UCC-SPC shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default, provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

**7.02** Indemnity – Subject to the limitations contained in the Act, UCC-SPC shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at UCC-SPC's request as a Director or Officer of a body corporate of which UCC-SPC is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of UCC-SPC or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurring by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of UCC-SPC or such body corporate, if:

- (a) He acted honestly and in good faith with a view to the best interest of UCC-SPC; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

**7.03** Insurance – Subject to the limitations contained in the Act, UCC-SPC may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may, from time to time, determine.

## **MEETINGS OF MEMBERS**

**8.01** Annual Meetings – The annual meeting of Members shall be held at such time in each year, and at such place as the Board may, from time to time, determine, for the purpose of considering the financial statements and reports required by the Act to be

placed before the annual meeting, electing Directors and Officers, appointing or waiving the requirement of Auditors and for the transaction of such other business as may properly be brought before the meeting.

**8.02 Special Meetings** – The Board, the Chairman of the Board or the President shall have power to call in a special meeting of the Members at any time.

**8.03 Place of Meeting** – Meetings of Members shall be held at such place in the Province of Saskatchewan as the Board may decide.

**8.04 Notice of Meetings** – Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 9.01 not less than 15 nor more than 50 days before the date of the meeting to each Director, to the Auditor, and to each Member. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and Auditor's report, election of Directors and Officers and appointment of the Auditor or dispensing with the requirement of a formal Audit shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting.

At such meeting any business may be transacted which UCC-SPC at a meeting of Members may transact.

**8.05 Chairman, Secretary** – The Chairman of any meeting of the Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the meeting: President, Vice-President. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary of UCC-SPC is absent, the Chairman shall appoint some person, who need not be a Member, to act as Secretary of the meeting.

**8.06 Persons Entitled to be Present** – All Regular Members shall be entitled to be present, and to have one representative from their member organisation vote at a meeting of the Members. Auditors of UCC-SPC and others who are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting shall be entitled to be present, but not to vote at a meeting of the Members. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

**8.07 Quorum** – A quorum for the transaction of business at any meeting of Members shall be the representatives of 15 Regular Members present in person. If a quorum is not present at the opening of any meeting, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

**8.08 Proxies** – A Member may only be represented by a representative from its own membership and one person may only represent one Member at a meeting of Members.

**8.09 Majority to Govern** – At all meetings of Members every question shall be decided by a majority of the votes cast. In case of an equality of votes the Chairman of the Board shall have a second or casting vote.

**8.10 Show of Hands** – Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the questions has been carried unanimously or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

**8.11 Ballots** – On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman may direct. A requirement or demand for a ballot may be withdrawn at anytime prior to the taking of the ballot.

**8.12 Adjournment** – If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that it was adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

**8.13 Resolution in Writing** – A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had passed at a meeting of the Members unless a written statement with respect to the subject matter of the resolution is submitted by a Director or the Auditors in accordance with the Act.

## **NOTICES**

**9.01 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a Member, Director, Officer, Auditor, or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmittal or recorded communication shall be deemed to have been given when dispatched or delivered to the

appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

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

**9.03** Omissions and Errors – The accidental omission to give any notice to any Member, Director, Officer, Auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**9.04** Waiver of Notice – Any Member (or his duly appointed proxyholder), Director, Officer, Auditor or member of a committee of the Board may, at any time, waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members of the Board, which may be given in any manner.

## **EFFECTIVE DATE**

**10.01** Effective Date – This by-law shall come into force when confirmed by the Members in accordance with the Act.

**10.02** Member Approval – The Directors shall submit a by-law or an amendment or a repeal of a by-law to the Members at the next meeting of the Members and the Members may by ordinary resolution confirm, reject or amend the by-law amendment or repeal.

**10.03** Repeal – Repeal of a by-law shall not affect the previous operation of any by-law repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of such by-law and all resolutions of the Members or Board with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with subsequent by-laws and until amended or repealed.