

CANADIAN SERBIAN HUMANITARIAN FOUNDATION MALI SVET KANADA

FOUNDING BY-LAWS

(CONSTITUTION)

Apr.28.2017

PREAMBLE

AIMS AND OBJECTIVES

1. To establish humanitarian aid to underprivileged children, orphans, elderly and other people in need.
2. To provide counseling services for people in distress.
3. To contribute to the advance of Orthodox religion in Canada and abroad.
4. To give donations for charitable purposes.
5. To co-operate with other organizations in advancing the welfare of the community and wherever circumstances permit to actively assist in the welfare and/or charitable causes of the community at large.

Article 1.

Interpretation

1. In this by-law and all other by-laws and resolutions of the organization unless the contest otherwise requires:

- a) the singular includes the plural
- b) the masculine gender includes the feminine
- c) "Board" means the board of directors of the Organization
- d) "Organization" means the Canadian Serbian Humanitarian Foundation MALI SVET KANADA
- e) references to persons shall include firms, organizations and corporations

Article 2.

Purpose

The Organization is established to operate for charitable purposes and shall devote its resources to charitable activities.

Article 3.

Head Office

The head office of the Organization shall be in GTA area, in the Province of Ontario and at such place therein as the directors may from time to time determine.

Article 4.

Board of Directors

1. A Board of at least five (5) and not more than eleven (11), as may be determined by the Board from time to time shall manage the affairs of the Organization.
2. Every director shall be eighteen (18) years of age or more and shall at any time of election have been a member of the Organization in good standing.
3. There shall be an executive committee of the Board made up of the President, Vice- President, secretary and two Treasurers.

Article 5.

Elections

1. Board of Directors

The members at large shall elect directors for a term of four (4) years by a show of hands. Retiring directors shall be eligible for re-election to the Board of Directors if they otherwise qualify and retiring directors shall continue in office until a successor shall have been elected or appointed.

2. Election and appointment of officers

a) The President shall be elected by a secret ballot by the Board of Directors from among the Directors at the first meeting of the board following the General Election Meeting, provided the officer is qualified. The President shall hold office until his successor is duly elected.

b) The Board of Directors shall, at the first meeting of the Board following the General Election Meeting, elect or appoint a Vice-President, a Secretary and two (2) Treasurers, provided that such officers shall continue to hold office until such officer's successor is duly elected or appointed.

3. Casual vacancies in Board of Directors

From time to time, in the event of any vacancy however caused or occurred in the Board of Directors, such a vacancy may, so long as there is a quorum of directors then in office, be filled by the directors from among the members of the Organization in good standing if they shall see fit to do so; otherwise such vacancy shall be filled at the next meeting of members; and any director appointed or elected to fill such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

All acts done by any meeting of directors or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or persons acting as aforesaid, or that any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a director.

Article 6.

Disqualification of Directors

The Director shall be disqualified:

- a) If he is found to be mentally incompetent
- b) If he refuses to act as a director
- c) If he shall have absented himself (such as not being absent with leave or on affairs of the Organization) from three (3) successive regular meetings of the directors and the directors shall have resolved that this director shall be disqualified
- d) If by notice in writing to the secretary of the Organization he submits his resignation
- e) If he ceased to be a member of the Organization

Article 7.

Resignation/Removal of Directors

7.1 Resignation of directors

Any director may resign his office, as director by filing his written resignation with the secretary of the Organization and such resignation shall take effect either upon the acceptance thereof by the Board of Directors or at the expiration of five (5) days after the filing thereof as aforesaid, whichever shall be the earlier.

7.2 Removal of directors

The members of the Organization may, by resolution, passed by at least two-thirds (2/3) of the votes cast at the general or special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term and may, by majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

Article 8.

Remuneration of Directors

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid for such reasonable expenses incurred by him in the performance of his duties, as are approved by the executive committee.

Article 9.

Quorum and meeting, Board of Directors

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their presence. Directors' meeting may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or e-mailed to each director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to the by-law shall be sufficient and conclusive evidence of giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at the hour to be named and of such regular meeting no notice need to be sent. A Directors' meeting may also be held, without notice, immediately following the annual general meeting. The Directors may consider or transact any business either special or general at any meeting of the Board.

Article 10.

Board of Directors, order of business

The order of business at any meeting of the Board of Directors shall, subject to any alteration made by a majority vote of the directors present at any meeting, be as follows:

- a) reading of notice calling the meeting and proof of service thereof,
- b) reading the minutes of the last meeting of the directors and confirming same,
- c) receiving reports,
- d) unfinished business,
- e) New business.

Article 11.

Indemnity to Directors and Officers

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

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

11.2 No Director or Officer for the time being of the Organization 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 act for conformity or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Organization shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or organization with whom or which any other loss, damage or

misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful and willful act or through his own wrongful or willful neglect or default. The Directors for the time being of the Organization shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or in behalf of the Organization except such shall have been submitted to and authorized by the Board of Directors.

The Board of Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any general meeting of the members or any special meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall have been approved, ratified or confirmed by a resolution passed by a majority of the votes cast at such meeting (unless any difference or additional requirement is imposed by the Organization's Act or by the Organization's Letters Patent or any Supplementary Letters Patent or any other by-law) shall be as valid and as binding upon the Organization and upon all the members as though it had been approved, ratified and confirmed by every member of the Organization.

Article 12.

Voting, Board of Directors

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of any equality of votes, the President, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if not demand is made, the vote shall be taken in the usual way by show of hands. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the vote without proof of the number or proportion of the votes recorded in favor of or against such resolution. In absence of the President his duties may be performed by Vice- President or such other Director the board may from time to time appoint for the purpose.

Article 13.

Powers

The Directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, contracts, undertakings and services which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other power and all such other acts and things as the Organization is by its charter or otherwise authorized to exercise and do. The Directors may appoint special committees and delegate duties and such power as it sees fit to carry out its objects. Without in any way limiting the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and/or other property, moveable or immovable, real or personal, or any rights or interests therein on behalf of the Organization, for such consideration and upon such terms and conditions as they may deem advisable.

Article 14.

Execution of contracts

Contracts, documents or instrument in writing requiring the signature of the Organization may be signed by the President or Vice-President, together with the Secretary or the Treasurer, and shall be binding upon the Organization without any further authorization or formality. The Directors are authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Organization to sign specific contracts, documents or instruments in writing.

Article 15.

Duties of the Directors and Officers

15.1 President, Past President and Vice-President

The President shall, when present, preside at all meetings of the members of the Organization and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Organization. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. The President with the Treasurer shall sign all cheques on behalf of the Organization.

During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President or such other director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

The past President shall render every assistance to the new President.

15.2 Secretary

The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all the notices required to be given to members and directors. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Organization which he shall deliver up on when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

15.3 Treasurer

The Treasurer, or person performing the usual duties of the Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Organization in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Organization in such bank or banks as may from time to time be designated by the Board of Directors. He shall disperse the funds of the Organization under the directions of the Board of Directors at the regular meetings thereof or wherever

required of him, an account of all his transactions as Treasurer and of the financial position of the Organization. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

Article 16. **Fiscal year**

The financial year of the Organization shall be on the 31-st day of December in each year or on such other date as the Board of Directors may from time to time by resolution determine.

Article 17. **Borrowing**

The Board of Directors may from time to time authorize by resolution one or more directors to:

- a) borrow money on the credit of the Organization, or
- b) charge, mortgage or pledge all or any of the real or personal property of the Organization including book debts.

Article 18. **Amendment**

No repeal, amendment or re-enactment of any of these by-laws shall be effective unless confirmed at a meeting of the members duly called for the purpose and pursuant to a resolution of not less than two thirds (2/3) of the members present and entitled to vote at such time.

Article 19. **Auditor**

One or more auditors shall be appointed annually by the members in a general meeting. He or they shall be supplied with a list of all books kept by the Organization and with a copy of the balance sheets and abstracts of the affairs thereof. The members in a general meeting shall fix his or their remuneration.

Article 20. **Committees**

The directors may from time to time constitute such committees of the members of the board or of the active members as they deem necessary in order to assist them carrying on the affairs of the Organization and shall prescribe their duties.

Article 21. **Sale or mortgage of property**

No part of the real or leasehold property of the Organization shall be sold, transferred or otherwise disposed of save with the consent of a special general meeting of the members duly called for that purpose and pursuant to a resolution of not less than two thirds (2/3) of the members present and entitled to vote at such meeting.

Article 22. **Members**

22.1 Classes of members

There shall be the following classes of members, namely:

- a) Active;
- b) Associate;
- c) Honorary.

ACTIVE MEMBER

Membership in the Organization shall consist of all persons who are eighteen (18) years and over and whose membership has not terminated by expulsion or withdrawal. Membership shall be open to all who are in agreement with the aims and objectives of the Organization and who are prepared to confirm to those by-laws and fulfill their financial obligations.

ASSOCIATE MEMBER

This class of member shall consist of all persons who are under the age of eighteen years who actively participate in the affairs of the Organization by participating and paying fees or dues. An associate member shall not be entitled to vote, to hold office on the Board of Directors, or to receive services save such services as approved by the board.

HONORARY MEMBER

The Board of Directors may elect any person as an honorary member who in the opinion of the Board has made an outstanding contribution to the development of the Organization. Such election shall unanimous vote of the Board of Directors. An honorary member shall not be entitled to vote or to hold the office on the Board of Directors.

22.2 Membership fee

The members shall set annual membership fees in a general meeting.

Any member who has not paid his membership fees, as set by general meeting shall not be entitled to vote at any special or general meeting.

The members may at any special or general meeting exempt any member from the payment of his annual fee for that year if he satisfies them he is financially incapable of paying those fees.

22.3 Suspension and expulsion of members

Those members of the Organization who are shown to have acted contrary to the principles, aims and by-laws of the Organization may be suspended or expelled by an affirmative vote of two thirds (2/3) of the directors at the meeting of the Board of Directors. No member shall be suspended or expelled without first having been notified in writing of the charge against him and having been given

an opportunity of being heard by the directors at the meeting where his case is been discussed as such. All votes on the question of suspension or expulsion shall be by secret ballot.

22.4 Register of members

A register of members indicating their names, addresses and whether they have paid their annual dues shall be kept by the secretary and shall be open for inspection by any member at any reasonable hour and time.

22.5 Termination and Resignation of membership

A membership is not transferable and ceases on member's death or when he resigns or otherwise in accordance with these by-laws. Any member may resign at any time from the Organization upon notice in writing to the secretary.

Article 23.

Meetings of the Organization

23.1 the annual meeting of members shall be held on a date no later than fifteen months from date the date of the last annual meeting at such time and place as the directors shall fix. In addition there shall be at least one or more general meeting of the membership each year, convened by the directors at a date fixed by the directors.

23.2 Business at the annual meeting

At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented.

23.3 Election meeting

The election of directors for the next term shall be held at the election meeting every four years. The election meeting shall be held on such date and at such time and place as the Board of directors shall determine and corresponding to the time of annual meeting.

23.4 General meeting

There shall be at least one general meeting of the members of the Organization in each calendar year in addition to the annual meeting.

23.5 Special general meeting

a) Special general meetings of the members of the Organization shall be called by the President forthwith upon written request of three (3) or more directors or upon written request of not less than one tenth (1/10) of the members entitled to vote at the meeting proposed to be held for any purpose connected with the affairs of the Organization that is not inconsistent with these by-laws.

b) If the directors do not within twenty one (21) days from the date the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

Article 24.

Notice of members' meetings

A notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or sent to each member entitled to notice of such meeting by mail or e-mail at least ten (10) days (exclusive of the date of mailing and of the day for which notice is given) before the date of every meeting directed to such address or each such member as appears on the books of the Organization or, if no address is given therein, then to the last address of such member known to the Secretary, provided always that a meeting of members may be held for any purposes at any day and time without notice if all the members are present in person at the meeting or if all the absent members shall have signified their consent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or any notice thereof may be waived by any member of the Organization.

The accidental omission to give notice of any meeting or non-receipt of any notice by any member or members of the Organization shall not invalidate any resolution passed by or any proceedings taken at any meeting of members.

The signature to any notice may be written, stamped or printed or partially written, stamped or printed.

A certificate or affidavit of the President, Vice-President, the Secretary or the Treasurer or any other officer of the Organization in office at the time of the making of the certificate or affidavit as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Organization as the case may be.

Article 25.

Voting of members at meetings

The presence of one third (1/3) of the members shall be necessary to constitute a quorum at any meeting. If the quorum as such could not be achieved at any meeting, provided that the procedure of notifying members is satisfied as stated in these by-laws, any number of members present on the meeting following the cancelled meeting shall constitute the quorum at that meeting.

No member shall be entitled to vote by proxy at any meeting.

Each member present at the meeting in person and entitled to vote shall have one vote.

Every question submitted to a meeting shall be decided by a majority of votes given on a show of hands.

At any meeting, a declaration by the chairman that a resolution has been carried unanimously or by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Article 26.

Adjournment of meeting

The chair may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need to be given to the members. Any business may be brought before or dealt with at any adjourned meeting, which may have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Article 27.

Conduct of meetings

The directors may make by-laws, governing the conduct of all meetings of the directors and of the members, subject to the following:

- a) Any member desiring to propose a motion or amendment or to discuss any matter under consideration shall rise and address the chair. The right to speak on any subject shall belong to the member who in the opinion of the chair first rises to address him. No member shall speak more than once upon any motion or amendment without the consent of the meeting save for the purpose of replying subsequent to sub-close (d) hereof.
- b) Any motion or amendment not seconded shall not be discussed and laps.
- c) Each member shall be entitled to speak in succession either for or against any question and if, at the conclusion of one person's remarks, no member rises to speak, the motion or amendment shall be put to the meeting.
- d) The mover of any motion or amendment shall have right to reply, and after he has replied, no further discussion shall be allowed.
- e) No member when speaking shall be interrupted unless called to order by the chair when shall sit down. The chair may then permit the member to resume speaking.
- f) When the chair rises during debate the member then speaking shall sit down so that the chair may be heard without interruption.
- g) No motion or amendment shall be considered unless the mover thereof is present when the motion or amendment is voted on.
- h) Any member whose right to vote is challenged shall not vote until he satisfies the chair that he is entitled to vote.

Article 28.

Dissolution

Upon dissolution of the Organization and after the payment of all debts and liabilities, its remaining assets shall be donated to another registered charity that will be decided by the directors at the last meeting of the Board of Directors.

The Board of Directors:

1.			
	Signature	Print	Date
2.			
	Signature	Print	Date
3.			
	Signature	Print	Date
4.			
	Signature	Print	Date
5.			
	Signature	Print	Date