

**CONSTITUTION & BY-LAWS**

**TURKISH SOCIETY OF CANADA**

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# BY LAWS OF TURKISH SOCIETY OF CANADA

## Article 1. Name

The name of the society shall be "Turkish Society of Canada", hereafter referred to as "the Society".

## Article 2. Objectives

1. To promote public awareness, appreciation, and enjoyment of Turkish culture and cultural experience.
2. To provide a means for the advancement of social, recreational and charitable pursuits of Turks, Canadians of Turkish origin and Canadians.
3. To provide means for the integration of newcomers into the Canadian society and assist them in settlement and cultural adaptation.
4. To participate in mainstream cultural, civic and social activities promoting visual, performing, literacy and culinary arts, language, music and folk dances of the Turkish heritage.
5. To promote and sponsor conferences, seminars, lectures, workshops, and other exchanges of information and materials concerning all aspects of arts and literature.
6. To co-ordinate and initiate the society's activities with like-minded organizations and groups.

## Article 3. Interpretation

1. In these by laws:
  - a. "The Society" means Turkish Society of Canada.
  - b. "Board" means the Board of Directors of the Society.
  - c. "Director" means a Member of the Board elected in accordance with Article 10.
  - d. "Officer" means one of the following:
    1. President
    2. Vice-President
    3. Treasurer
    4. Secretary
  - e. "Activity Lead" means a person assigned by the Board of Directors to head a committee in accordance with Article 15.
  - f. "Member" means any person who supports the objectives of the Society and who meets the criteria membership in accordance with Article 7.

- g. "Founding member" means any person who were among the founders of the Society as listed in Appendix A.
- h. and in all other by-laws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations

## **Article 4. Not-for-Profit Organization**

The Society is a not for profit organization.

## **Article 5. Corporate Seal**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Society (seal need not be imprinted until after incorporation).

## **Article 6. Head Office**

Until changed in accordance with the Act, the Head Office of the Society shall be in the City of Mississauga, in the Province of Ontario.

## **Article 7. Membership**

1. Admission of Members
  - a. The founders of the Society are members of it from the date of the Society's registration. The founders hereafter referred to as the founding members shall not have any privilege compared to any future regular member. The founding members are listed in Appendix A.
  - b. Anyone who wishes to become a member of the Society shall submit a written application to the board.
2. Rights and obligations of members:

A member of the Society is entitled

  - a. to participate in and to vote at every general meeting.
  - b. to elect and to be elected to the Board.
  - c. to participate in the Society's activities and enjoy its services.
  - d. to take part in the General Assembly.
  - e. to cast ballot in the General Assembly and to exert necessary control and accountability.
  - f. to support the actions and programs of the Society to achieve the objectives listed in Article 2 through monetary and other contributions.

- g. to refrain from actions that would negatively affect the general well being of the Society, and in the event such actions are detected by a Member, to use the rights present in this Constitution to stop and eliminate such actions.
  - h. to pay the dues related to Membership promptly and regularly.
- 3. The membership list or the names of the Society's Members and the affiliated organizations' members' names shall not be given out or loaned to any non Member, organization, firm or other association for solicitation without the expressed written consent by the Member to the Board. The names can only be supplied by the decision of the Board upon request from municipal, provincial and federal government organizations. Any Member who violates this article and misuses the list shall lose their membership status immediately and indefinitely.

## **Article 8. Conditions of Membership**

- 1. Membership in the Society shall be limited to persons interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Society.
- 2. There shall be no membership fees or dues unless otherwise directed by the board of directors.
- 3. Any member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of the same with the secretary of the Society.
- 4. Any member may be required to resign by a vote of three-quarter (3/4) of the members at an annual meeting, provided that individual is informed and given opportunity to express himself.

## **Article 9. Member's Meetings**

- 1. The annual or any other general meeting of the members shall be held at the head office of the Society or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
- 2. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. Every two years agenda shall include election of Board of Directors. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-

president shall have power to call, at any time, a general meeting of the members of the Society. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than one-third (1/3) of the voting rights. Twenty (20) members present in person at a meeting will constitute a quorum.

3. Annual or special general meeting shall be called at least fourteen (14) days prior to the meeting, and all voting members be notified by their choice of communication. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.
4. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder. Proxy holder must be a "voting member" and can't exercise more than one proxy vote. The proxy shall indicate the selections if a specific choice is considered, otherwise it will serve for generic voting purpose.
5. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these By-laws.
6. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Society.
7. At every annual or special general meeting a chair person will be elected by the voting members to moderate the meeting. The chair person will not have the right to vote unless the members cannot achieve a majority of votes, and then the chair person will have the right to vote. In such case chair person's vote will serve as a tie-breaker.
8. Annual General Meeting will be held every year in November or December.

## **Article 10. Board of Directors**

1. The property and business of the Society shall be managed by a board of directors, comprised of nine (9) directors. The number of directors shall be determined from time to time by a majority of the

directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-third (2/3) of the members at a General Assembly Meeting before it can be initiated. In such cases, the number of directors shall not be less than seven (7) and more than eleven (11) under any circumstances. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members.

2. The applicants for incorporation, who are appointed by founding members, shall become the first directors of the Society whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Society
3. N/A
4. During the Regular General Assembly Meeting, the General Assembly elects nine (9) members to the Board, two (2) reserve members to the Board. Reserve members are elected to fill in a vacancy, in case it occurs, in the Board of Directors during the term. Reserve member, unless appointed to the Board in such case, shall not have any voting right in the Board of Directors.
5. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members.
6. The office of director shall be automatically vacated:
  - a. if at a special general meeting of members, a resolution is passed by two-third (2/3) of the members present at the meeting that he be removed from office;
  - b. if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
  - c. if he is found by a court to be of unsound mind;
  - d. if he becomes bankrupt or suspends payment or compounds with his creditors;
  - e. on death;provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with one of the reserve members of the Board.
7. Only those Members who have met the conditions given in Article 3 (1) (e) and present at the General Assembly Meeting can declare their candidacy.
8. Secret balloting is utilized in electing the members of the Board and the Auditors. Those candidates to the Board who receive the highest nine (9) votes in order are declared elected to the Board, and in the same order the next two (2) are declared elected as reserve members to the Board.
9. The Board of Directors elected at the General Assembly shall become effective after the transfer of records from the old Board is

completed. This duration shall not exceed one (1) month. In case of specific long-term projects, the General Assembly shall have the authority to delay the effective date of the new Board up to three (3) months from the date of the election.

10. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or in any other capacity and receiving compensation therefore.
11. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

## **Article 11. Powers of Directors**

1. The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.
2. The directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the board of directors may prescribe. The board of directors is hereby authorized, from time to time
  - a. to borrow money upon the credit of the Society, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in sums and frequencies determined by the first board of Directors, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
  - b. to limit or increase the amount to be borrowed;
  - c. to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society.
3. The board of directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, membership fees, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.
4. The board of directors may appoint such agents, officers and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
5. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours notice of such meeting shall be given by the preferred means of communication (e-mail, fax or letter) to each director. There shall be at least 6 meeting per year of the board of directors. Attendance is obligatory unless notification is provided by members to the Secretary prior to such meetings. Each director is authorized to exercise one (1) vote.
6. A majority of directors in office, from time to time, but no less than five (5) directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Society.

## **Article 12. Indemnities to Directors and Others**

1. Every director of the Society and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against
2. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
3. 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/her own wilful neglect or default.

### **Article 13. Officers**

1. The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may determine. Any two offices may be held by the same person temporarily only in case of a vacancy and until a qualified person is placed. This duration shall not exceed three (3) months. Officers must be directors.
2. Officers of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members. This duration shall not exceed one month following the completion of transfer of records from the old Board. The Board shall announce such appointments, as soon as possible, to the Members of the Society.
3. The officers of the Society shall hold office until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

### **Article 14. Duties of Officers**

1. The president shall be the chief executive officer of the Society. He shall preside at all meetings of the Society and of the board of directors. He shall have the general and active management of the affairs of the Society. He shall see that all orders and resolutions of the board of directors are carried into effect. The president shall serve as such for a term of two (2) years and may not serve more than two (2) consecutive terms as president.
2. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
3. The treasurer shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions

and a statement of the financial position, of the Society. He shall also perform such other duties as may from time to time be directed by the board of directors.

4. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the Society generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the Society, which he shall deliver only 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.
5. The duties of all other officers of the Society shall be such as the terms of their engagement call for or the board of directors requires of them.

## **Article 15. Committees**

1. The Board may appoint committees whose members will hold their offices at the will of the Board. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
2. There shall be as many committees as there shall be activities recognized from time to time by the society in accordance with the Article 2.
3. The committees shall exercise such powers as are authorized by the board of directors. Any committee member may be removed by a majority vote of the board of directors. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
4. An Activity Lead may be assigned by the Board of Directors to head a committee. Activity leads must be members.
5. An Activity Lead participates in the regular Board meetings and can be called upon on such day and such time and place as may be determined by the majority of the Board. Activity Leads do not have voting rights unless they are also members of the Board of Directors.

## **Article 16. Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two (2) officers and all contracts, cheques, documents and instruments in writing so signed shall be binding upon the

Society without any further authorization or formality. Signing officers cannot be related or cannot be sharing the same household. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society to sign specific contracts, documents and instruments in writing. The directors may give the Society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Society. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors. The decision to appoint the signing officers for cheques is made by the Board of Directors.

### **Article 17. Minutes of Board of Directors**

The minutes of the board of directors shall be available upon request to the general membership of the Society and shall be available to the board of directors, each of whom shall receive a copy of such minutes.

### **Article 18. Financial Year**

Unless otherwise ordered by the board of directors, the fiscal year end of the Society shall be 30th of September.

### **Article 19. Amendment of By-Laws**

1. Amendments to these Bylaws may be proposed by any voting member provided it is seconded by another voting member and shall be submitted in writing to the Board. The enactment of the proposed amendment will be voted by the Board of Directors in their first meeting.
2. The by-laws of the Society not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-third (2/3) of the members at the next general or special meeting, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
3. The text of a proposed amendment shall be distributed to the voting membership at least two (2) weeks prior to a general meeting.

## **Article 20. Auditors**

The members shall, at each annual meeting, appoint two auditors to audit the accounts and annual financial statements of the Society for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor

## **Article 21. Books and Records**

The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

## **Article 22. Rules and Regulations**

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## **Article 23. Limitation of Liability**

While the society will make every effort to ensure the safety of participants in any of its activities, it shall not incur any liability to members, their friends, relatives, guests or any other person, for injury to person or damage to property arising in connection with participation in any such activities which shall be purely voluntary and at the risk of the participant.

## **Article 24. Dissolution**

The Society can only be dissolved by the decision of the General Assembly with the votes of at least two-third (2/3) of the then registered Members of the Society. In such case, the remaining assets shall be transferred to a like-minded not-for-profit organization established in Canada.