

Final DRAFT – Aug.9, 07

THE BY-LAWS OF

THE COUNCIL OF TURKISH CANADIANS – CTC

INTERPRETATION

In this by-law:

- Organization:** means The Council of Turkish Canadians (CTC). The “Organization” and “CTC” are used interchangeably.
- Association:** means an organization, free of commercial aims, having a set of By-laws, governed by a Board of Directors and formed according to Federal or Provincial Laws of Canada.
- Board:** means the Board of Directors of the Organization.
- Executive:** means collectively, the elected members of the Board of Directors and the Executive Director of the Organization.

ARTICLE 1: NAME AND FUNCTION

- 1.1 The name of the Association is THE COUNCIL OF TURKISH CANADIANS (CTC).
- 1.2 The Organization’s purpose is to carry out advocacy and promotion in the interest and on behalf of Canadians of Turkish origin.
- 1.3 The Organization’s governing values and principles include respect for democratic process, rule of law and human rights, gender equality, ethnic/multicultural harmony and peaceful coexistence, good governance and transparency.
- 1.4 The Organization is a secular organization, and shall have no political party or religious affiliations.
- 1.5 The operations of the Organization may be carried out throughout Canada and elsewhere. The Head Office of the Organization shall be in Ottawa, Ontario.
- 1.6 The Organization shall be incorporated Federally and function as a not-for-profit organization under the Canada Corporations Act. It shall have a Corporate Seal, which shall be kept at its head office. The Secretary shall be custodian of the seal of the corporation, 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.
- 1.7 The Organization may borrow funds upon the credit of the corporation or obtain funding by means of membership fees, holding of fund raising events, solicitation of donations, grants or other funding from various sources such as

private individuals, private or public corporations, as well as Municipal, Provincial and Federal/National Governments.

- 1.8 The Organization is a non-profit organization and shall be carried on without pecuniary gain to its members and officers. Any profits or accretions to the Organization shall be used solely for promoting its objectives. Directors and Officers of the Organization shall not receive remuneration for their services.
- 1.9 The Organization may acquire, hold and dispose of real property to carry out its objectives. The title to such property shall be held by the Organization.

ARTICLE 2: GOALS & OBJECTIVES

The goals and objectives of the Organization are as follows:

- 2.1 To function as a registered community lobby organization
- 2.2 To promote better understanding of the Turkish heritage, history, culture and values in Canada
- 2.3 To lobby and promote the views and interests of the Turkish Canadian community on various issues so as to make a more effective contribution to Canada's multi-cultural mosaic.
- 2.4 To encourage, establish and promote closer relations with fellow Canadians and with members and/or associations of other ethnic / cultural communities in Canada, and in this regard, to represent the Turkish Canadian community in the best possible manner,
- 2.5 To carry out the efforts it deems appropriate on important political, cultural, economic, educational, historical, social and religious issues, which closely relate to Turks, and to the Turkish community in Canada. In addition, to represent and to make the appropriate representations on behalf of its members and the Turkish community at large in Canada,
- 2.6 To convey the messages of the Turkish Canadian community to the broader public and the media
- 2.7 Carry out specific projects of interest to the Turkish Canadian community. To prepare short and long term plans and, in the execution of these plans, to organize and arrange the co-ordination and co-operation of its members,
- 2.8 To provide a forum where community members may interact with each other
- 2.9 When appropriate, to co-operate and/or communicate with other organizations within or outside of Canada, that has similar purpose, objectives and philosophy to CTC.

ARTICLE 3: MEMBERSHIP

3.1 Definition:

A member of the Organization is an individual or a corporation which has adopted the values and principles and the purpose, goals and objectives of this Organization; whose membership dues are paid up; who fulfills all the conditions set out in Article 3 and who takes part in the activities and direction of the Organization.

3.2 Membership Types:

There are three types of membership for the Organization:

- Associate Member – this is a temporary and provisional membership.
- Individual Member - full membership for individuals
- Corporate Member – full membership for Corporations or Organizations

3.3 Entry to Membership:

Individuals that are Canadian citizens or residents of Canada, or federally or provincially incorporated Canadian Corporations may become members, when nominated by a minimum of two other members, or by the Executive Committee. Upon nomination, membership must be approved by the Board of Directors of the Organization in order to be valid. All new members are admitted as Associate Member on a provisional basis, for a period of minimum two years. At the end of the two year period, an Associate Member may be admitted by the Board into full membership. The Board, at its discretion, may waive all or part of this provisional time period. Entry and continued membership to the Organization is also subject to an annual membership fee, amount of which is to be determined by the Board.

3.4 Qualities of Members:

All members of the Organization, as well as all applicants for membership must have and continue to have the following qualities:

- a) Must be free of aims and purposes contrary to the values and principles given in Article 1, and in its activities and its department must be free of characteristics in conflict with the principles given in Article 1 and with the Goals and Objectives of the Organization given in Article 2,
- b) Must have as its aim, service to Turks, to the Turkish culture, to the Turkish community in Canada, and to Canada; and must have demonstrated this aim through its activities,
- c) Must carry out its activities according to the principles and rules set out in this by-law.
- d) Must contribute to the Organization and its activities in a voluntary manner.

3.5 Responsibilities of Members:

Each member of the Organization is responsible:

- a) To take part in the direction of the Organization according to the provisions of this By-law,
- b) To provide resources and/or support to the Organization and its activities on a voluntary basis,
- c) When called upon, to carry out its duties and contributions as prescribed in the activity plans of the Board of Directors and, to inform its members of these activities,
- d) To monitor to ensure that the Organization is administered according to the aims and procedures set out in this by-law,
- e) To take all necessary measures to maintain the membership qualities listed in Article 3.3,
- f) To pay the membership dues set by the Board,
- g) To inform the Board about matters that may come up in their area concerning CTC's functions, goals and objectives.
- h) When necessary and when requested, to contribute in a voluntary manner, to help carry out the activities of the Organization,
- i) Unless authorized in writing, not to make written or oral representations in the name of the Organization or its Board or the Executive,
- k) In its relations with other members, to act with goodwill and with a sense of togetherness and contribute to the maintenance of these principles amongst all members,
- l) Corporate members must nominate, in writing, one individual as its representative in the Organization.

3.6 Rights of Members:

Each member of the Organization has the following rights:

- a) To take part in the Organization's General Meetings, to vote, to nominate, and to elect,
- b) If it observes that the actions of the Organization's Board or the Executive are contrary to the founding goals, values and principles, to caution the Executive or the Board. If the caution is not being heeded, to take the necessary steps for convening a Special General Meeting, as provided for in this By-law,
- c) In the relationship of the members, if it observes activities contrary to the principles of goodwill and the sense of togetherness, to request help from the Organization and to bring forward proposals to alleviate the situation.

3.7 Resignation from Membership:

3.7.1 Resignation from Membership:

Any member may resign from the Organization membership, by transmitting the resignation decision in writing to the Organization's Executive or the Board.

3.7.2 Expulsion from Membership:

Any member, whose activities and deportment are determined to be contrary to the purposes, values and principles of the Organization, or contrary to the necessary qualities of members of the Organization, may be expelled from the Organization. This determination is to be made by the Board of Directors of the Organization, upon the written request for such a determination by a member or the Executive of the Organization. To take effect, an expulsion decision must have a two-third majority of the Board of Directors.

An expelled member may apply for re-admission to the Organization after a minimum period of one year. Such application for re-admission must be submitted according to the requirements of Article 3.3 and require the approval of the Board with two-third majority.

Any member may also be expelled by a vote of three-quarters (3/4) of the members at a General Assembly. A member expelled as such may only be re-admitted to membership with a vote of three-quarters (3/4) of the members at a General Assembly.

ARTICLE 4: ADMINISTRATION

The following are the administrative bodies of the Association:

- a) General Assembly,
- b) Board of Directors,
- c) Executive Director.

ARTICLE 5: GENERAL ASSEMBLY

5.1 Definition:

The General Assembly is composed of those members in good standing. It convenes according to the procedures set out in this by-law. The General Assembly is the supreme organ of the Organization.

5.2 Representation and Voting:

Each member may be represented in the General Assembly in person or by proxy. In the case of a corporate member, its representative would be assigned by a written authority addressed to the Board of Directors. Voting is carried out on the basis of one member - one vote. Associate members do not have any voting rights.

5.2.1 Voting by Proxy:

Members which are unable to attend the General Assembly Meeting may vote by Proxy. The Proxy may be given in writing to another member or to a member of the Board of the Organization. No person may exercise more than 5 proxy votes.

5.3 Meetings:

The General Assembly has the following two types of General meetings:

- a) Regular meetings,
- b) Special meetings.

5.3.1 Regular Meetings:

- a) Regular meetings take place at least once in every calendar year and not more than fifteen months after the holding of the last preceding Annual meeting. Date and place of the Annual meeting shall be fixed by the Board of Directors.
- b) Notice of meeting shall be announced by the Board in writing, and at least fifteen days in advance,
- c) Notice of meeting sent by the Board to the members shall include the following:
 - i. Date, time and place of meeting,
 - ii. Agenda,
 - iii. All of the documentation relevant to items on the agenda,
- d) Quorum for the meeting are those members present at the meeting,
- e) After the meeting is convened by the President of the Organization, it may be conducted by the President or a Chair person of the General Assembly, duly elected, by majority vote among members present according to the circulated agenda. The Executive Director is responsible for the preparation of the minutes of the meeting. Minutes of the meeting are to be signed by the session Chair and the Executive Director.
- f) Except where it is provided for otherwise in this by-law the meetings shall be conducted according to Bourinot's Rules of Order (Third Edition),
- g) Items for which prior notice of at least two weeks have been given may be added to the Agenda, with the support of majority of those members present at the meeting. Any additions to the Agenda for which no prior notice have been given, must be items deemed to be of exceptional urgency by a unanimous vote of those members present and its addition to the Agenda also require the unanimous consent of members present.

- h) At each Regular meeting, in addition to any other business, the following will be on the agenda of the meeting and will be considered:
1. Report of the Board of Directors presented by the Chair
 2. Report of the Executive Director
 3. Treasurer's financial report
 4. Auditor's report
 5. Appointing new auditors for the next year
 6. Fixing the Auditor's pay.

5.3.2 Special Meetings:

The General Assembly may be called to a special meeting at the request of the Board of Directors or by written request, with reasons, of one third of the members of the Organization. The Special General Assembly meeting may only consider items included in the call for meeting. The call for special meeting and the conduct of such meeting shall be according to the provisions of Article 5.3.1 a) to g) inclusive.

5.3.3 Duties and Powers:

The following are the duties and powers of the General Assembly:

- a) To elect the members of the Board of Directors as prescribed in this By-law,
- b) To enact, amend or revoke the Organization By-laws as necessary, according to the provisions of Article 9,
- c) To consider the reports of the Board of Directors, the Executive Director and the Auditor,
- d) To review and approve the activities of the Board of Directors and the Executive Director,
- e) To delegate authority to the Board of Directors, with two-thirds of the members present voting in the affirmative, on acquisition or disposal of Organization property and assets, as well as to authorize borrowing including the setting of limits of borrowing.
- f) To delegate authority to the Board of Directors on participation of the Organization in International activities; as well as on becoming a member or resignation from organizations within or outside Canada,
- g) To decide on dissolution of the Organization, according to the provisions of Article 10,
- h) To discharge the duties assigned to the General Assembly according to the Organization's By-laws,
- i) To ratify the annual membership dues set by the Board.

ARTICLE 6: BOARD OF DIRECTORS AND OFFICERS**6.1 Descriptions:**

The Board of Directors form the governance and the executive organ of the Organization. It consists of five (5) Directors - President, Vice-President, Secretary, Treasurer and Director-at-large, all elected by the general assembly plus one ex-officio member who is the immediate past President of the Board.

6.2 Election:

- a) The Directors are elected by the General Assembly, with secret ballot, every two years.
- b) Members of the Board of Directors are elected by the General Assembly, from amongst the candidates nominated by the full members. To be eligible for election, the candidates must themselves be full individual members or an authorized representative of a corporate member of the Organization. The maximum number of candidates that can be nominated by any one member is three,
- c) In case of vacancy in the membership of the Board of Directors during its term of office, the Board, with two thirds majority vote, may fill the vacancy through appointment from among the members of the Organization, until the next General Assembly, during which this appointment is either ratified by the General assembly, or an election is held to fill this seat until the end of the Board's current term.
- d) The number of appointments to the Board of Directors by the Board under Article 6.2.(b) may not exceed two,
- e) If the number of Directors on the Board drops to three, within two months, a meeting of the General Assembly for the purpose of electing additional Board members, shall be called by the Board of Directors,
- f) More than one individual from the same family can not run in the elections for a position of Director of the Organization.

6.3 Officers of the Organization and their Duties:

- a) Directors of the Organization who are elected by the General Assembly shall elect, by secret ballot, the following Officers of the Organization amongst themselves:
 - President
 - Vice-President
 - Secretary
 - Treasurer

b) The following are the duties of the Officers:

President: The President is the Chief Executive Officer of the Organization and chairs the Board of Directors meetings. From time to time, he/she may assign all or part of his/her duties to the Vice-President.

Vice-President: The Vice-president acts on behalf of the President when authorized to do so by the President.

Secretary: The Secretary maintains all non-fiscal records of the Organization.

Treasurer: The Treasurer maintains all fiscal records of the Organization and is responsible for the proper handling of Organization's funds

6.4 Powers and Operation of the Board of Directors:

During the period between the General Assembly meetings held for the purpose of electing the Board of Directors, the Board of Directors is the Organization's highest decision making and executive organ. As such, the Directors of the Organization may administer affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and may exercise all such powers and do all such other acts and things as the Organization is by this By-Laws or otherwise authorized to exercise and do.

In the name of the Organization, the Board of Directors:

- a) May open and close bank accounts,
- b) Ensures that press and media relations, relations with the Governments and other organizations as well as the relations within the community are carried out in a manner that serves the Organization's aims,
- c) May deposit and withdraw funds from the bank, and may receive funds from and make payments to third parties. In this regard, the signatures of any two of the Executives of the Organization are sufficient,
- d) May appoint agents or engage employees as it shall deem necessary from time to time and such agents or persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment

- e) Under the authority delegated to it by the General Assembly, may buy or sell property and assets,
- f) Sets the annual dues to be paid by members,
- g) May undertake all necessary steps to fulfill the aims described in this by-law.

Meetings of the Board may be held at any time and place to be determined by the Directors provided that there shall be at least four (4) meetings of the Board per year. The quorum for the Board of Directors meeting is 4.

Meetings of the Executive may be held at any frequency, time and place to be determined by the Executive. The quorum for the Executive meeting is 3.

Decisions on Board and Executive meetings are taken by majority vote. If there is a tie in the votes, the vote of the Executive chairing the meeting shall govern.

From time-to-time, the Board, at its discretion, may invite other members of the Organization or other third parties to the Board or Executive meetings as non-voting observers, provided that they agree to the confidentiality of the proceedings.

The minutes of the Board of Directors or the Executive shall be available to the members of the Board only, each of whom shall receive a copy of such minutes. Any wider circulation of the Board minutes or other confidential documents of the Organization will be solely at the discretion of the Board.

Directors and Officers shall not receive any stated remuneration for their services. If deemed appropriate by resolution of the Board, expenses of their attendance may be allowed for their attendance at a meeting of the Board. Nothing herein contained shall be construed to preclude and Director from serving the Organization as an Officer or in any other capacity and receiving compensation therefore. The Directors shall serve at such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that a director may be paid reasonable expenses incurred in the performance of his/her duties.

The mandate, scope of work, priorities, work plan and remuneration of the Executive Director, agents and other employees shall be determined by the Board of Directors by resolution.

6.5 Responsibilities:

The following are the responsibilities of the Board of Directors:

- a) To govern and administer the affairs of the Organization according to the provisions of this By-law,
- b) To prepare the annual activity reports for the General Assembly,
- c) At the end of the term of office, to prepare the general activity reports and to call the General Assembly to session,
- d) To direct and monitor the priorities and activities of the Executive Director on behalf of the Organization

- e) To maintain the following records:
 - 1. Membership Registration
 - 2. Income and expenditure account books
 - 3. Minutes of deliberations and resolutions of all organs of the Organization
 - 4. Inventory books,
 - 5. Correspondence and activity report files of all organs of the Organization.
 - 6. Any other documentation required by the Laws of Canada.

6.6 Liabilities:

Members of the Board of Directors shall not incur any liability for acting as such, or for the acts of Individuals and members in the Organization.

6.7 Removal of Members from the Board of Directors:

A member of the Board of Directors may be removed from office for cause. The procedure prescribed in Article 3.7.2 for the expulsion from membership is the procedure to be followed in the removal from office of a member of the Board of Directors.

6.8 Execution of Documents:

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two Officers or, as authorized in writing by resolution of the Board of Directors and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and delaying with any stocks, bonds, and other securities of the corporation. The seal of the corporation 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.

ARTICLE 7: EXECUTIVE DIRECTOR

7.1 Descriptions:

Executive Director (ED) is a hired person, working for the Organization in order to carry out and/or coordinate the day-to-day activities and functioning of the Organization, as directed by the Board of Directors. The ED is hired by the Board and may operate as a full-time or part-time employee of the Organization, or as a full-time or part-time Contractor to the Organization as deemed fit by the Board.

The Board of Directors have full discretion and authority, within the labour Laws of Canada, to determine and set the qualifications of the ED; to hire, fire and negotiate all matters pertaining to employment and/or contractual terms; to set and review goals and performance targets for the ED's mandate and employment. ED takes directions from the Board and reports to the Board, while working in close cooperation with the Officers of the Organization.

7.2 Duties and Responsibilities:

The duties and responsibilities of the ED shall be governed by the "Executive Director Guidelines" as approved by the Board.

7.3 Removal:

ED's term of employment or contract may be terminated by the Board of Directors, in accordance with the terms of the applicable contract and the labour Laws of Canada, as and when deemed necessary or appropriate by the Board.

ARTICLE 8: AUDITORS

The members shall at each annual General Assembly appoint an Auditor to audit the accounts of the Organization and to hold office until the next annual General Assembly provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

ARTICLE 9: ENACTING, REVOKING OR AMENDING OF BY-LAWS

Enacting, revoking or amending of By-laws may be made only at a meeting of the General Assembly, with at least two-thirds of current members attending and with two-thirds of those attending voting in the affirmative. To be considered, the proposed by-law amendments must be included with the notice of meeting prescribed in Article 5.3.1 (b). Amendment and revoking of By-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE 10: DISSOLUTION OF THE ORGANIZATION

The decision to dissolve the Organization may be taken only at a Special Meeting of the General Assembly, called by the Board of Directors of the Organization in accordance with this By-law, specifically to consider the resolution for the dissolution of the Organization. The resolution for dissolution must be included with the notice of meeting and must be circulated to the members at least 30 days in advance of the meeting.

For its adoption, the motion to dissolve the Organization requires the affirmative vote of three-quarters of its current members. In the event of dissolution or winding up of the Organization, all its remaining assets after payment of its liabilities shall be donated to one or more charitable or not-for-profit organizations as determined by the General Assembly in its resolution of dissolution.