PROPOSED FINAL 2023

A **by-law** relating generally to the conduct of the affairs of

Ukrainian World Congress

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BE IT ENACTED as a By-law of the Ukrainian World Congress as follows:

SECTION ONE - GENERAL

1.01 Definition

In this By-law and all other By-laws of the UWC, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Audit Committee" means the Audit Committee of the UWC;

"Annual General Meeting" means the Annual General Meeting of the UWC;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the UWC;

"Board of Directors" means the Board of Directors of the UWC;

"By-law" means this By-law and any other By-law of the UWC as amended and which are, from time to time, in force and effect;

"Congress" means the World Congress of the UWC held in accordance with the Bylaw;

"UWC" means the Ukrainian World Congress;

"Delegate" means an accredited representative of a Member;

"Director" means a member of the Board of Directors;

"Executive Committee" means the Executive Committee of the UWC;

"Executive Director" means the Executive Director of the UWC;

"Meetings of Members" means the Congress, the Annual General Meeting and the Special General Meeting;

"Member" means a Member of the UWC in good standing which is in compliance with the terms and conditions of membership as provided for in this By-law and as determined by the Board of Directors from time to time;

"Officer" means an Officer of the UWC;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Special General Meeting" means the Special General Meeting of the UWC;

"Ukrainian Church" means a Ukrainian Church that is recognized by the UWC;

"Ukrainian International Organization" means a Ukrainian organization that is international in scope and recognized by the UWC;

"Ukrainian National Central Representation" means a Ukrainian umbrella organization with national and local organizations as its members, which is the voice of and represents the Ukrainian community in a particular country, and is recognized by the UWC;

"Ukrainian National Organization" means a Ukrainian organization in a particular country that is national in scope and recognized by the UWC;

1.02 Name

The name of the UWC is "Ukrainian World Congress" in its English version, "Congres Mondial Ukrainien" in its French version and "Світовий Конґрес Українців" in its Ukrainian version.

1.03 Purposes and Objects

The purposes and objects of the UWC are:

(a) to promote the solidarity and represent the interests of the Ukrainian people throughout the world;
(b) foster and coordinate an international network of Members that support and promote the development of Ukrainian religious, linguistic, spiritual, historical, cultural, and social heritage;
(c) support the territorial integrity, national identity, security and economic prosperity of Ukraine;
(d) strengthen the bonds of Ukrainian communities and Ukrainians in the Diaspora with Ukraine, including government and civil society;
(e) secure the rights, status and interests of Ukrainians and Ukrainian communities and to defend them wherever they are denied, violated or threatened;
(f) promote democracy and human rights around the world, including monitoring democratic processes such as elections and referendums; and
(g) cooperate with governments, nations, organizations, and individuals, to accomplish the above goals in the spirit of peace, freedom, equality and justice.

1.04 Interpretation and Governing Law

In the By-law 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 reference to persons shall include firms and corporations.

UWC is governed by the Act. In the event that any UWC By-law, regulation or rule contravenes or is inconsistent with the Act, the Act shall prevail.

1.05 Head Office

The Head Office of the UWC shall be in the City of Toronto, in the Province of Ontario.

1.06 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the UWC.

1.07 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the UWC, shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the UWC without any further authorization or formality. The Board of Directors or the Executive Committee shall have power from time to time by resolution to appoint an Officer or Officers or any other person on behalf of the UWC to sign specific contracts, documents and instruments in writing. The Board of Directors or the Executive Committee may give the UWC'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 UWC. The seal of the UWC when required may be affixed to contracts, documents and instruments in writing.

1.08 Financial Year

Unless otherwise ordered by the Board of Directors the financial year end of the UWC shall be April 30 in each calendar year.

1.09 Public Accountant and Financial Review

At each Annual General Meeting and Congress, a public accountant shall be appointed to audit or, if permitted by the Act, perform a review engagement of the accounts of the UWC and to hold office until the next Annual General Meeting or Congress, as the case may be, provided that the Board of Directors may fill any casual vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board of Directors. The public accountant shall report at each Annual General Meeting and Congress.

1.10 Books and Records

The Board of Directors shall see that all necessary books and records of the UWC required by the By-law or by any applicable statute or law are regularly and properly kept.

1.11 Banking Arrangements

The banking business of the UWC shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers and other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.12 Borrowing Powers

The Board of Directors may, without authorization of the Members, but subject to a three-fourths (3/4) majority vote of the Board of Directors at a meeting of the Board of Directors:

(i) borrow money on the credit of the UWC;
(ii) issue, reissue, sell, pledge or hypothecate debt obligations of the UWC;
(iii) give a guarantee on behalf of the UWC;
(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the UWC, owned or subsequently acquired, to secure any debt obligation of the UWC; and
(v) purchase, sell, build, acquire, own, use, manage, transfer and exchange, without pecuniary gain to the Members, real and personal property.

to a maximum totaling no more than Canadian $5,000,000 (Five Million Dollars),

1.13 Raising Money

The Board of Directors shall take such steps as it may deem requisite to enable the UWC to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the UWC.

1.14 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with the By-law relating to the management and operation of the UWC as it deems expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting or Congress when they shall be confirmed, and failing such confirmation at such Annual General Meeting or Congress, shall at and from that time, cease to have any force and effect.

1.15 Voting Interpretation

Unless otherwise provided by the Articles, the By-law or the Act, at all meetings of the UWC every question shall be determined by a two-thirds (2/3) majority vote.

1.16 By-law Interpretation

In all matters of procedure not specifically provided for in the Act, the Board of Directors or any Meeting of Members or the Congress may adopt other rules of procedure in accordance with the procedure provided in the By-law. In all matters of procedure not specifically provided for in the Act or the By-law, Robert's Rules of Order shall govern.

1.17 Invalidity of any Provisions of the By-law

The invalidity or unenforceability of any provision of the By-law shall not affect the validity or enforceability of the remaining provisions of the By-law.

1.18 Dispute Resolution

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the UWC must be resolved in accordance with any dispute resolution mechanism prescribed by the Board of Directors or Meeting of Members, on a case by case basis, and in accordance with the spirit of the purposes and objects of the UWC as provided in the Articles.

Any decision reached by the dispute resolution mechanism prescribed by the Board of Directors or Meeting of Members shall be binding on all parties involved in the dispute and no further recourse shall be available. Any such decision shall be communicated to the Board of Directors who shall inform the Members.

1.19 Amendments to the By-law

The By-law may be repealed or amended by a By-law enacted by a three-fourths (3/4) majority vote of the Directors at a meeting of the Board of Directors and adopted by a three-fourths (3/4) majority vote of the Delegates at a Meeting of Members.

1.20 Dissolution

In the event of dissolution or winding-up of the UWC all its remaining assets after payment of its liabilities shall be distributed to one or more organizations having similar objects according to applicable legislation.

A decision to dissolve the UWC shall require a resolution adopted by a three-fourths (3/4) majority vote of the Directors at a meeting of the Board of Directors and adopted by a three-fourths (3/4) majority vote of the Delegates at a Meeting of Members.

SECTION TWO - MEMBERSHIP

2.01 Membership Conditions

Membership in the UWC may be offered to organizations that support the purposes and objects of the UWC and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors. The Board of Directors shall set the rules and requirements for qualifying new Members.

Subject to the Articles, there shall be two Classes of Members, Regular and Associate, with two sub-Categories of Regular Members, namely, Regular Category A Members and Regular Category B Members.

All Members, regardless of which Class they belong to, shall receive the same notice of and shall be entitled to attend Meetings of Members and Congresses.

The following conditions of membership shall apply:

1. Regular Members:

(a) Regular Category A Voting Membership shall be available to Ukrainian National Central Representations with 100,000 Ukrainians or more in that country, and the World Federation of Ukrainian Women's Organizations, provided they have applied for and been accepted as Regular Category A Members by the Board of Directors; and

(b) Regular Category B Voting Membership shall be available to Ukrainian National Central Representations with less than 100,000 Ukrainians in that country, Ukrainian Churches, the European Congress of Ukrainians, Ukrainian International Organizations and Ukrainian National Organizations, provided they have applied for and been accepted as Regular Category B Members by the Board of Directors.

2. Associate Members:

(a) Associate Non-Voting Membership shall be available to Ukrainian Organizations which do not otherwise qualify for membership as Regular Members, provided they have applied for and been accepted as Associate Members by the Board of Directors.

2.02 Membership Dues

Membership fees or dues shall be determined at a Meeting of Members.

2.03 Termination of Membership

A Member may be expelled and its membership in the UWC terminated by a resolution adopted by a three-fourths (3/4) majority vote of the Delegates at a Meeting of Members.

2.04 Withdrawal of Membership

Any Member may withdraw from the UWC by delivering to the UWC a written notice to the attention of the President of the UWC.

2.05 Membership Transferability

Membership in the UWC may not be transferred.

2.06 Effect of Termination of Membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the UWC, automatically cease to exist.

2.07 Discipline of Members

The Board of Directors shall have authority to suspend or expel, by a resolution adopted by a three-fourths (3/4) majority vote, any Member from the UWC for any one or more of the following grounds:

(i) violating any provision of the Articles, By-law, or written policies of the UWC;

(ii) acting in a manner which may be detrimental to the UWC as determined by the Board of Directors in its sole and absolute discretion;
(iii) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purposes and objects of the UWC.

In the event that the Board of Directors determines that a Member should be expelled or suspended from membership in the UWC, the President, or such other Officer as may be designated by the Board of Directors, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. A Member that has received notice of expulsion from the Board of Directors will cease to be a Member.

The Member may appeal the proposed suspension or expulsion at a Meeting of Members by providing notice to the Board of Directors no later than ninety (90) days before the date on which such meeting is to be held. If an appeal is made in accordance with this section, the Meeting of Members will consider the appeal in arriving at a final decision and shall notify the Member of such final decision within twenty (20) days. The decision reached at the Meeting of Members shall be final and binding on the Member, without any further right of appeal. During such appeal process, the Member shall be subject to the suspension or expulsion decision by the Board of Directors and shall not have the right to participate in the Meeting of Members unless otherwise determined by the majority of the Members.

SECTION THREE - MEETINGS OF MEMBERS

3.01 Meetings of Members

A Meeting of Members shall be held annually within the first six (6) months after the end of each financial year of the UWC as follows:

(i) Annual General Meetings shall be held annually except in the year in which a Congress is to be held; and
(ii) the Congress shall be held every four (4) years.
(iii) the UWC may also hold a Special General Meeting as necessary.

3.02 Congress

The Congress shall have the competence to:

(a) adopt the minutes of the Meeting of Members;
(b) adopt the report of the Board of Directors;
(c) adopt the financial statement and report of the public accountant;
(d) review past activities of the UWC and grant a vote of confidence to the outgoing Board of Directors and Executive Committee;
(e) approve the directions for future activities;
(f) elect the Executive Committee, the Board of Directors and the Audit Committee;
(g) appoint a public accountant for the ensuing year;
(h) amend the Articles and By-law;
(i) approve the dissolution of the UWC; and

(j) exercise all such powers and do all such things as may be exercised or done by the UWC that are not directed or required to be done in some other manner by the By-law.

3.02.1 Time and Place of Congress and Annual General Meetings

The Board of Directors shall determine the time and place of a Congress or Annual General Meeting one hundred (120) days prior to such Congress. Pursuant to the Act, Congress or Annual General Meeting ninety may be held as the Board may determine (i) at any place within Canada, or (ii) outside Canada provided that all of the Members entitled to vote at such meeting so agree, or (iii) at such place as set out in the Articles, which provides that "Meetings of members (including the Congress) may be held at any place in Argentina, Australia, Brazil, Canada, European Union member states, Ukraine, the United Kingdom, or the United States of America". For greater certainty, any amendments of the said places set out in the Articles must be done by way of Articles of Amendment under the Act.

3.02.2 Notice of Congress or Annual General Meeting

Notice of the Congress or Annual General Meeting shall be given to all Members entitled to vote at the meeting by one or more of the following mandatory methods:

(i) notice by mail, courier or personal delivery to each Member and debt obligation holder entitled to vote at the meeting, no more than 60 days and no fewer than 21 days before the meeting date.

(ii) notice by telephonic, electronic or other communications facility to each Member and debt obligation holder entitled to vote at the meeting, no more than 35 days and no fewer than 21 days before the meeting date; and

(iii) affixing the notice, no later than 30 days before the day on which the meeting is to be held to a notice board where information respecting the corporation's activities is regularly posted and that is located in a place frequented by the Members.

The accidental omission to give a notice to any Member or the non-receipt of a notice by any Member or any error contained in a notice, not affecting the substance of the notice, shall not invalidate any action taken at the Congress or Annual General Meeting held pursuant to such notice.

Any Member entitled to vote at the Congress or Annual General Meeting may, at any time, waive any notice or shorten the time for a notice required to be given for the Congress, and the waiver of notice or the shortening of time shall cure any default in the giving of the notice or in the time of such notice, as the case may be.

3.02.3 Quorum at Congress

One hundred (100) delegates from no less than ten (10) Regular Members shall constitute a quorum at a Congress. If a quorum is present at the opening of a Congress, the Delegates may

proceed with the business of the Congress even though a quorum is not present throughout the Congress.

3.02.4 Persons Entitled to be Present at Congress or Annual General Meeting

Delegates, the Board of Directors, the Executive Committee, the Audit Committee, the public accountant of the UWC, Chairs of Committees and Councils, and representatives of the Ukrainian Churches are entitled to be present at the Congress, but only those who have registered as Delegates shall have the right to vote at the Congress.

3.02.5 Chair, Vice-Chair and recording Secretaries of Congress

The Congress Chair, Vice-Chair and recording Secretaries shall be chosen at the Congress by the Delegates.

3.02.6 Voting at Congress

Only Delegates have a right to vote. Members will send the prescribed number of Delegates according to their membership category as follows:

(a) Fifty (50) Delegates from each Category A Member; and
(b) Twenty-five (25) Delegates from each Category B Member.

A Delegate may be any individual member of a Member.

3.02.7 Number of Votes at Congress

Delegates at the Congress shall each have only one vote.

3.02.8 Voting Procedure at Congress

The voting shall be decided by a show of hands, unless a count or secret ballot is demanded by a Delegate (before or after a show of hands) and approved by the Congress. Whenever a vote by a show of hands has been taken upon a question, unless a count or secret ballot is demanded by a Delegate and approved by the Congress, a declaration by the Chair that the vote has been carried or not carried and entry to that effect in the minutes shall be sufficient evidence of that fact.

3.02.9 Votes to Govern at Congress

At any Congress every question shall, unless otherwise provided by the Articles, the By- law or the Act, be determined by a two-thirds (2/3) majority vote.

3.02.10 Proxy Voting

Voting by proxy shall not be permitted at any Congress.

3.02.11 Participation by Electronic Means at Congress

In exceptional circumstances, participation at the Congress may be by telephonic, electronic or other communication facility as the Board of Directors may authorize by resolution. The Board of

Directors may determine that the Congress be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.03 Annual General Meeting

All of the provisions of the By-law concerning the Congress shall apply to the Annual General Meeting except as follows:

(i) The Annual Meeting shall not have the competence:
  (A) to grant a vote of confidence to the outgoing Board of Directors and the Executive Committee; and
  (B) to elect the Board of Directors, the Executive Committee and the Chair, Vice-Chair and Secretary of the Audit Committee, unless it is to fill a vacancy.

(ii) Thirty (30) Delegates from no less than ten (10) Regular Members shall constitute a quorum at an Annual General Meeting.

(iii) Only Delegates have a right to vote. Members will send the prescribed number of Delegates according to their membership category as follows:
  (A) Ten (10) Delegates from each Category A Member; and
  (B) Five (5) Delegates from each Category B Member.

(iv) Participation at the Annual General Meeting may be by telephonic, electronic or other communication facility. The Annual General Meeting may be held by telephonic, electronic or other communication facility.

3.04 Special General Meeting

In exceptional circumstances, a Special General Meeting may be called:

1. on written requisition of at least twenty (20) Regular Members in good standing; or
2. as otherwise specified by the By-law or the Act.

The Special General Meeting will be held in any form approved by the Board of Directors. All the provisions of the By-law concerning the Annual General Meeting shall apply, with the necessary changes being made, to a Special General Meeting.

SECTION FOUR - BOARD OF DIRECTORS, EXECUTIVE COMMITTEE AND AUDIT COMMITTEE

4.01 Composition of the Board of Directors

The property and business of the UWC shall be managed by a Board of Directors. The Board of Directors shall be composed of the following:

1. all the members of the Executive Committee;
2. the immediate Past President;
3. two (2) individuals nominated by the World Federation of Ukrainian Women's Organizations;
4. two (2) individuals nominated by the European Congress of Ukrainians;
5. two (2) individuals nominated by the Ukrainian Congress Committee of America Inc.;
6. two (2) individuals nominated by the Ukrainian Canadian Congress;
7. one (1) individual each nominated by:

(i) World Congress of Ukrainian Youth Organizations;
(ii) World Congress of Ukrainian Students;
(iii) Australia; and
(iv) South America;

8. the Chair, Vice-Chair and Secretary of the Audit Committee;
9. Ten (10) Regional Vice Presidents, representing:
   (a) Eastern Europe;
   (b) South Eastern Europe;
   (c) Western Europe;
   (d) Northern Europe;
   (e) Southern Europe;
   (f) Central Asia and the Middle East;
   (g) North America;
   (h) South America;
   (i) Oceania and Asia; and
   (j) Africa;
10. such other additional Directors, as may be required from time to time.

Directors must be individuals, eighteen (18) years of age, with power under law to contract. A Director must a member of a Member. No Director may serve in the same position for more than two (2) consecutive terms.

4.02 Powers of the Board of Directors

The Board of Directors may administer the affairs of the UWC in all things and make or cause to be made for the UWC, in its name, any kind of contract which the UWC may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the UWC is by its charter or otherwise authorized to exercise and do.

The Board of Directors is responsible for the appointment and termination of the Executive Director.

The Board of Directors may exercise all such powers and do all such things as may be exercised or done by the UWC that are not directed or required to be done in some other manner by these By-laws or by resolution of a Meeting of the Members.

4.03 Election and Term of the Board of Directors, Executive Committee and Audit Committee

The Board of Directors, Executive Committee and the Audit Committee shall be elected for a term of four (4) years by the Delegates at a Congress.

4.04 Vacancies on the Board of Directors

The office of Director shall be immediately vacated if a Director:

(i) resigns his office by delivering a written resignation to the Vice President, Operations;
(ii) is found by a court to be of unsound mind;
(iii) becomes bankrupt or suspends payment or compounds with his creditors; or

(iv) dies.

4.05 Removal of Directors

A Director may be removed at a Meeting of Members by a resolution adopted by a three-fourths (3/4) majority vote.

4.06 Filling Board of Directors Vacancies

If any vacancy shall occur for any reason, the Board of Directors may fill a vacancy of a Director or Officer.

4.07 Indemnity of the Members of the Board of Directors and Executive Committee

Every Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the UWC with the authorization of the Board of Directors or Executive Committee or any corporation controlled by the UWC and their heirs, executors and administrators, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the UWC, from and against:

(i) all costs, charges and expenses which such Director, Officer or other person 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 or 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;

(ii) 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.

4.08 Committee of the Board of Directors

The Board of Directors may appoint Committees and Councils whose members shall hold office at the will of the Board of Directors. No Committee or Council Chair may serve in the same position for more than two (2) consecutive terms.

4.09 Composition of the Executive Committee

The Executive Committee shall consist of the following:

1. Officers; and
2. No more than ten (10) additional members of the Board of Directors who shall be appointed by the Board of Directors.

Each member of the Executive Committee must be a member of a Member.

4.10 Powers and Duties of the Executive Committee

The Executive Committee shall exercise such powers as are not of the exclusive competence of the Congress, Annual or Special General Meeting or Board of Directors. The Executive Committee shall implement the resolutions of the Congresses, as well as the resolutions of the

Annual or Special General Meetings and Board of Directors. The Executive Committee shall be responsible for setting the objectives and remuneration package of the Executive Director and senior UWC staff. The Executive Committee shall be responsible for overseeing the management of UWC, including the implementation of the UWC annual plan and budget as approved by the Board of Directors, the supervision of the Executive Director, and the hiring and termination of UWC staff, contractors and consultants.

4.11 Remuneration of Directors

The Directors and Officers shall serve as such without remuneration and no Director or Officer shall directly or indirectly receive any profit from their position as such; provided that a Director and Officer may be paid reasonable expenses incurred in the performance of their duties. No Director or Officer may receive compensation from UWC as an employee, consultant or in any other capacity.

4.12 Appointment of Additional Directors

The Board of Directors may appoint one (1) or more Directors, who shall hold office for a term expiring not later than the close of the next Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Congress.

4.13 Filling Executive Committee Vacancies

The Board of Directors may fill any vacancy on the Executive Committee.

4.14 Removal of Officers and Directors

An Officer or Director may be removed at a Meeting of Members by a resolution adopted by a three-fourths (3/4) majority vote.

4.15 Audit Committee

The Audit Committee will consist of no less than nine (9) members, three (3) of whom shall be members of the Board of Directors and who shall serve as the Chair, Vice- Chair and Secretary of the Audit Committee.

4.16 Powers and Duties of the Audit Committee

The Audit Committee is charged with financial oversight and good governance of the UWC. The Chair of the Audit Committee shall provide regular reports to the Members at the Meetings of Members.

4.17 Term Limits of President

No person shall be elected to the office of President for more than two consecutive terms.

SECTION FIVE - MEETINGS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE

5.01 Calling of Meetings of Board of Directors and Executive Committee

Meetings of the Board of Directors and the Executive Committee may be held at any time and place to be determined by the Executive Committee.

5.02 Notice of Meeting of Board of Directors and the Executive Committee

Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every member of the Board of Directors, by telephone, e-mail or mail, not less than seven (7) days before the time when the meeting is to be held.

Notice of the time and place for the holding of a meeting of the Executive Committee shall be given to every member of the Executive Committee by telephone, e-mail or mail, not less than forty-eight (48) hours before the time when the meeting is to be held.

Notice of any such meeting shall not be necessary if all of the Directors or Executive Committee members, as the case may be, are present, and none objects to the holding of such meeting, or if those absent have waived notice of, or have otherwise signified their consent to, the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

The accidental omission to give a notice to any member of the Board of Directors or Executive Committee or the non-receipt of a notice by any of them or any error contained in a notice, not affecting the substance of the notice, shall not invalidate any action taken during such a meeting held pursuant to such notice.

Any member of the Board of Directors or Executive Committee may at any time waive any notice or shorten the time for a notice required to be given for a meeting of the Board of Directors or Executive Committee and the waiver of notice or the shortening of time shall cure any default in the giving of the notice or in the time of such notice.

5.03 Meetings of the Board of Directors and the Executive Committee Held by Electronic Means

If all the Directors consent thereto generally or in respect of a particular meeting, any Director or all Directors may participate in a meeting of the Board of Directors or of a Committee of the Board of Directors by means of telephone conference or other communications facilities as to 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.

The foregoing applies to meetings of the Executive Committee.

5.04 Quorum at Meetings of the Board of Directors and the Executive Committee

For the purposes of a meeting of the Board of Directors, seven (7) Directors shall constitute a quorum. If a quorum is present at the opening of a meeting, the Board of Directors may proceed with the business of the meeting even though a quorum is not present throughout the meeting.

For the purposes of a Meeting of the Executive Committee, four (4) members of the Executive Committee shall constitute a quorum. If a quorum is present at the opening of a meeting, the Executive Committee may proceed with the business of the meeting even though a quorum is not present throughout the meeting.

5.05 Number of Votes at Meetings of the Board of Directors and the Executive Committee

Each Director is authorized to exercise one (1) vote.

5.06 Minutes of the Board of Directors and Executive Committee

The minutes of the Board of Directors and Executive Committee shall not be available to the general membership of the UWC but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes. However, Members shall receive minutes of the Executive Committee and Board of Directors, upon written request to the Vice President, Operations of the UWC.

5.07 Voting Procedure at Meetings of the Board of Directors and Executive Committee

The mode of voting shall be determined by the Board of Directors or Executive Committee.

5.08 Proxy Voting at Meetings of the Board of Directors and Executive Committee

Under no circumstances shall voting by proxy be permitted at any meeting of the Board of Directors or Executive Committee.

5.9 Votes to Govern at Meetings of the Board of Directors and Executive Committee

At all meetings of the Board of Directors or Executive Committee every question shall, unless otherwise provided by the Articles, the By-law or the Act, be decided by a two- thirds (2/3) majority vote.

SECTION SIX - OFFICERS

6.01 Officers

The Officers of the UWC shall be:

(i) the President;
(ii) the First Vice President;
(iii) the Second Vice President, who is the President of the World Federation of Ukrainian Women's Organizations;
(iv) the Third Vice President;
(v) the Fourth Vice President, who is nominated by the European Congress of Ukrainians;

(vi) the Vice President, Operations;
(vii) the Vice President, Finance; and
(viii) the Vice President, Development and Fundraising.

6.02 Description of Officers

The Officers shall have the following duties and powers associated with their positions:

(a) President - The President shall be responsible for implementing the strategic plans and policies of the UWC. The President shall also be the Chair of the Board of Directors and Executive Committee. The President shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the UWC. The President shall have such other duties and powers as the Board of Directors may specify. The President shall see that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect. The President shall have such other duties and powers as the Board of Directors or Executive Committee may specify.

(b) Vice Presidents - The Vice Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice Presidents shall have such other duties and powers as the Board of Directors or Executive Committee may specify. The First Vice-President shall automatically succeed the President if the President for any reason is unable to complete his/her term of Office. In the absence or conflict of interest of the President all rights and powers vested in him are, for the time being, transferred to the Vice President or, if there is more than one, then according to seniority of office. The order of senority and the order in which Vice Presidents are elected is: First Vice President, Third Vice President, Second Vice President, and Fourth Vice President.

(c) Vice President, Operations - The Vice President, Operations shall attend all meetings and act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Vice President, Operations shall give or cause to be given notice of all meetings of the Board of Directors, and Executive Committee. The Vice President, Operations shall have such other duties and powers as the Board of Directors or the Executive Committee may specify.

(d) Vice President, Finance - The Vice President, Finance shall have the custody of the funds and securities of the UWC and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the UWC in the books belonging to the UWC and shall deposit all monies, securities and other valuable effects in the name and to the credit of the UWC in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors or Executive Committee from time to time. The Vice President, Finance shall disburse the funds of the UWC as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Board of Directors and Executive Committee at the regular meeting of the Board of Directors and Executive Committee, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the UWC. The Vice President, Finance shall have such other duties and powers as the Board of Directors or the Executive Committee may specify.

(e) Vice President, Development and Fundraising - The Vice President, Development and Fundraising will be responsible for fundraising activities of the UWC and shall have such other duties and powers as the Board of Directors or the Executive Committee may specify.

SECTION SEVEN - NOTICES

7.01 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors or Executive Committee, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, Officer or member of a committee of the Board of Directors or to the public accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the UWC or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the UWC;
(b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
(d) if provided in the form of an electronic document.

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 transmitted 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 Vice President, Operations of the UWC may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board of Directors in accordance with any information believed by the Vice President, Operations of the UWC to be reliable. The declaration by the Vice President, Operations of the UWC that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the UWC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.02 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the UWC has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION EIGHT - EFFECTIVE DATE

8.01 By-law and Effective Date

This By-law shall be effective when enacted by a three-fourths (3/4) majority vote of the Directors at a meeting of the Board of Directors and adopted by a three-fourths (3/4) majority vote of the Delegates at a Congress or Annual General Meeting.