

THE IRISH SOCIETY
OF THE
NATIONAL CAPITAL REGION
CONSTITUTION

REVISED AT The SOCIETY'S ANNUAL GENERAL MEETING - JUNE 25, 2014.

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ARTICLE 1 NAME

The Society shall be known as The Irish Society of the National Capital Region (hereinafter referred to as The Society), and shall be a non-political, non-sectarian and not-for-profit organization, subject to the Charities Accounting Act and the Charitable Gifts Act of the Province of Ontario.

ARTICLE 2 PURPOSES

The purposes of The Society are:

- a) To promote the interests of the Irish and Irish Canadian communities in the National Capital Region and adjacent areas.
- b) To promote and foster the cultural heritage and traditions of the Irish and Irish Canadian communities in the National Capital Region and adjacent areas.
- c) To assist Irish immigrants to the National Capital Region and adjacent areas, to adapt to their new environment.
- d) To support programs and activities that encourage and assist the integration of Irish immigrants with other Canadian citizens.
- e) To engage in other activities that The Society's Board of Directors may consider appropriate in advancing the spirit and purposes of The Society.

ARTICLE 3 MEMBERSHIP

- a) Membership in The Society shall be available to persons interested in promoting the Purposes of The Society, upon payment of their annual membership fee.
- b) There shall be seven (7) classes of membership:
 - i) Individual - to age 59;
 - ii) Senior - age 60 & over;
 - iii) Family - parents & their children, from 16 to 21 years of age, living at the same address;
 - iv) Student - to age 25;
 - v) Corporate;
 - vi) Life Member - granted to all former Presidents of The Society, and their spouse, upon their leaving the Board in good standing;
 - vii) Honourary - granted to individuals in recognition of service to The Society, or to the general community, upon approval by the Board of Directors.
- c) Membership fees shall be determined annually by the Board of Directors, and shall commence January 1 of each year.
- d) The Board of Directors may, by majority vote, terminate the membership of any member for activities or public statements that are contrary to the spirit or purposes of The Society.
- e) Any member failing to pay the annual membership fee in any year within three months after it becomes due, shall cease to be a member in good standing of The Society, unless payment of the fee is waived by the Board of Directors.

ARTICLE 4 RIGHTS OF MEMBERS

Every member of The Society, in good standing, shall be eligible for: election to The Society's Board of Directors; to nominate, or second nominated candidates for election to the Board of Directors; to volunteer for nomination as a member of the Board of Directors; to vote in elections; and to serve on Committees, upon approval of the Board of Directors.

ARTICLE 5 HEAD OFFICE

The head office of The Society shall be located in the City of Ottawa, at a place therein agreed to by the Board of Directors.

ARTICLE 6 FISCAL YEAR

The fiscal year of The Society shall be June 1st to May 31st of each year.

ARTICLE 7 BOARD OF DIRECTORS

- a) The Board of Directors shall consist of twelve (12) members of The Society, being the five (5) Officers of the Society (President, Past-President, Vice-President, Treasurer, and Secretary), six (6) elected Directors, and the ex - officio Director representing the Irish Seniors Group.
- b) The Board of Directors, with the exception of the Past - President and the member representing the Irish Seniors Group, shall be elected by the members of The Society at The Society's Annual General Meeting.

- c) The outgoing President shall assume the position of Past - President upon the completion of his/her term as President, or if re - elected, upon the completion of his/ her second term as President. In the event the outgoing President chooses not to accept the position of Past - President, the Board shall request that the incumbent Past - President continue in that position.
- d) The ex - officio Director representing the Irish Seniors Group shall be selected by the Seniors Group, and that person, who must be a member of The Society, shall be acclaimed as a Director of The Society's Board of Directors, at The Society's Annual General Meeting.
- e) The Officers of The Society, excluding the Past - President, shall be elected to specific positions (i.e. President, Vice - President, Secretary, Treasurer). The other six (6) elected members of the Board of Directors shall be elected as a group.
- f) The Board of Directors shall administer the affairs of The Society in its name and generally may exercise all powers and do all such other acts and things as The Society is authorized to exercise or do.
- g) The Board of Directors shall have power to authorize expenditures on behalf of The Society.
- h) Meetings of the Board of Directors shall be held at any time and place determined by the President, provided that at least five (5) days notice of such meeting be given to each Director; or without such notice, if all members of the Board of Directors are present, or agree to the meeting being held.
- i) A quorum of the Board of Directors shall consist of six (6) members personally present.
- j) The members of the Board Directors shall be elected for a period of two (2) years. The President may be re - elected for a second two (2) year term, thus serving as President, for a maximum of four(4) years. The term of the Past - President is described in Article 7c).
- k) Any member of the Board of Directors who is absent from three (3) consecutive Board of Directors meetings, or who fails to pay his / her annual membership dues within thirty (30) days of the dues becoming due, is deemed to have resigned from the Board of Directors. The Board of Directors, in its sole discretion, may confirm the resignation and establish the effective date.
- l) In the case of a vacancy occurring in any office, the Board of Directors may appoint a member of The Society who shall hold office until the next Annual General Meeting.
- m) No compensation shall be paid to members of the Board of Directors.
- n) All documents requiring signatures by The Society shall be signed by any two (2) of the following Officers: Treasurer, President, Vice-President, Past - President, or Secretary. Whenever practical, the Treasurer shall be one of the signing officers.

ARTICLE 8 OFFICERS OF THE SOCIETY

PRESIDENT

- a) The President is the Chief Executive Officer of The Society and shall preside at all meetings of The Society and of the Board of Directors.
- b) The President shall ensure that all activities of The Society are in complete compliance with The Society's constitution, and shall, upon the recommendation of the Board of Directors, appoint members of the Board to

lead various committees approved by the Board, and shall perform other duties as required.

- c) The President shall have the general and active management of The Society and shall ensure that all orders and resolutions of the Board of Directors are carried into effect.

PAST - PRESIDENT

The Past - President may act as a source of "corporate memory", advising the Board of Directors on matters of precedent, etc., and perform such other duties as may be assigned by the Board of Directors.

VICE-PRESIDENT

The Vice-President shall, in the absence or disability of the President, perform the duties of the President, and perform such other duties as shall be assigned by the Board of Directors.

TREASURER

- a) 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 banks or trust companies or, in the case of securities, with such registered dealer(s) in securities, as may be designated by the Board of Directors.
- b) He/she shall disburse the funds of The Society as directed by the Board, with appropriate documentation for such disbursements, and shall provide an updated financial statement at each meeting of the Board, and advise Board members of any potential financial problems, with recommended action to resolve such problems.
- c) He/she shall keep current all financial records.
- d) He / she shall turn over to his/her successor and to the President, all such records, within a reasonable period of time, following the completion of his/her term of office, or from the date of his / her resignation.
- e) He/she shall also perform such other duties as may be directed by the Board of Directors.

SECRETARY

- a) The Secretary shall have custody of and keep in orderly fashion, all records of The Society.
- b) He/she shall summon the members to the meetings provided for in the Constitution.
- c) He/she shall prepare and distribute the agenda for all meetings and the record of all decisions.
- d) He/she shall maintain a perpetual calendar of all meetings, events, etc. planned by The Society and, to the best of his/her ability, the events planned by other Irish - based organizations in the National Capital Region.
- e) He/she shall turn over to his/her successor and to the President all such records, within a reasonable period of time, following the completion of his/her term of office.

ARTICLE 9 COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors shall establish, oversee, and guide the Committees of the Board, with each Committee responsible for one or more of the priorities of The Society, as established annually by the Board, and shall appoint from among the members of the Board, excluding any of the five (5) Officers of the Board and the ex - officio member representing the Irish Seniors Group, a Chairperson of each Committee. These Committees shall be responsible for those activities not specifically assigned to the Officers of The Society, including, but not limited to, the following activities, which may be changed by the Board:

- a) Communications; b) Cultural Heritage; c) Fundraising; d) Member Services; e) Ottawa Irish Festival.

ARTICLE 10 MEETINGS OF THE SOCIETY

ANNUAL GENERAL MEETING

- a) There shall be an Annual General Meeting of members of The Society in each year on a date in the month of September, or on another date as determined by the Board of Directors.
- b) The quorum for an Annual General Meeting shall be twenty (20) members of The Society, present in person, including members of the Board of Directors.
- c) The Agenda for an Annual General Meeting shall include, but not be limited to:
 - i) approval of the Agenda;
 - ii) approval of the Minutes of the previous year's Annual General Meeting;
 - iii) reports by the President and the Treasurer;
 - iv) approval of the Financial Statements and the Review Engagement Report;
 - v) appointment of licenced auditors to perform a review of The Society's financial transactions for the upcoming fiscal year;
 - vi) election of Officers and Directors to replace those whose terms have been completed, or who are otherwise unavailable to complete their terms.
 - vii) any other business.
- d) The Board of Directors shall be elected to fill vacancies, for a two (2) year term, by the members of The Society at an Annual General Meeting.
- e) A Nomination Committee comprised of a minimum of three (3), and a maximum of six (6) members of The Society, who are not seeking to be nominated, shall be constituted annually by members of The Society to solicit nominations to fill upcoming vacancies on the Board; these nominations will be presented to members of The Society for their consideration, at an Annual General Meeting.
- f) Nominations for election to the Board may be submitted in writing to the Secretary of The Society at least three (3) weeks prior to the date of an Annual General Meeting. The Secretary will advise, in writing, all members of The Society of the nominees, at least two (2) weeks prior to the Annual General Meeting.
- g) Nominations for positions on the board of Directors may also be made from the floor at an Annual General Meeting.
- h) Election to the Board of Directors shall be by secret ballot only if there is more than one nominee for the position.
- i) A member may not give a proxy or appoint a proxy holder to vote for the member, at any meeting of The Society.

- j) At least fourteen (14) days written notice of the Annual General Meeting, any other meeting called by the President, or any Special General Meeting called shall be given to each member of The Society.
- k) No error or omission given in such notice of any Annual General Meeting shall invalidate such meeting or make void any proceeding 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.
- l) The latest e - mail or postal address, provided to The Society by a member, shall be used to notify members of all meetings, including an Annual General Meeting.
- m) Each member present at a meeting of The Society, including an Annual Meeting, shall have the right to exercise one vote.
- n) Fifty per cent plus one (50% + 1) of members personally present at the meeting shall constitute a majority.
- o) All motions for changes to the Constitution must be submitted in writing to the Secretary no later than thirty (30) days prior to the date of the Annual General Meeting.

SPECIAL MEETINGS

Upon receipt of a written request signed by a simple majority (50% + 1) of the members of the Board, or of a written request signed by at least twenty - five (25) members of The Society, the President shall call a Special Meeting of the members of The Society. The quorum for a Special Meeting shall be twenty (20) members, personally present. Approval of any motion, other than a motion to amend The Society's constitution or to dissolve The Society, shall require a simple majority (50% + 1).

ARTICLE 11 AMMENDMENT OF THE CONSTITUTION

- a) The constitution of The Society may be repealed or amended by a resolution supported by a two-thirds majority of the Board of Directors at a meeting of the Board of Directors, and sanctioned by a two-thirds majority of the members present at the Annual General Meeting or a Special Meeting.
- b) Each member shall be given at least twenty (20) days written notice of any meeting at which it is proposed to repeal or amend the constitution, and the full text of such motion shall be attached to the notice. In addition, the text of such motion shall be posted to The Society's website at least ten (10) days prior to such meeting.
- c) A member's motion to repeal or amend the constitution shall be submitted by the member(s) to the Secretary of The Society's Board of Directors, at least thirty (30) days prior to the date of the Annual General Meeting, or prior to the date of any Special Meeting, called to repeal or amend the constitution.

ARTICLE 12 DISSOLUTION OF THE SOCIETY

In the event that the continued existence of The Society shall no longer be warranted, the Board of Directors shall recommend to the members of The Society that The Society be dissolved. Upon approval by a simple majority (50% +1) of the members of The Society present at a Special Meeting called to approve the dissolution of The Society, appropriate action shall be taken by the Board of Directors to dissolve The Society. Once all liabilities have been satisfied, all remaining assets shall be liquidated and the funds turned over to charitable organizations which carry on their work solely in the Province of Ontario.

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