

CONSTITUTION

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ARTICLE I NAME

1.1 The organization shall be called HELLENIC CANADIAN LAWYERS' ASSOCIATION (“**HCLA**”).

ARTICLE II PURPOSE

2.1 The purpose of the **HCLA** is to develop and maintain an association of Members, as defined in Article IV hereof, in order to:

- (a) promote and facilitate the interaction amongst Members and to organize social and other functions in connection therewith;
- (b) promote and advance the well-being of the Hellenic Canadian legal community;
- (c) promote and advance legal education to Members of the Hellenic Canadian community and more particularly, to:
 - (i) conduct meetings, seminars, conferences, community speaking, educational courses and conventions to promote legal education and information in the Hellenic Canadian community;

- (ii) provide, publish, distribute and communicate legal information to Members of the Hellenic Canadian community.
- (d) assist all Members in dealing with matters relating to the Hellenic Canadian community;
- (e) promote a greater understanding of the nature of the profession to the public; and,
- (f) create, stimulate and increase public awareness of the matters dealing with the Hellenic Canadian community.

2.2 In furtherance of the purpose stated in Section 1 of Article II, the HCLA may:

- (a) subject to Section 4 of Article XI, borrow money and issue securities and bonds therefore and give security;
- (b) raise by general subscription from public and private bodies or persons, and in other proper or legal manner, funds for the proper carrying out of the objectives herein contained, and to expend the monies so raised in furtherance of these objects;
- (c) buy, lease, hold and build, develop or improve any lands or building necessary for the carrying out of the said objects; and,
- (d) do all things as are incidental or conducive to the attainment of the objectives of the HCLA.

2.3 The objectives and purpose of the HCLA and its operation shall at all times be in accordance with, and subject to the provisions of the *Solicitors Act* (Ontario) and the *Rules of Professional Conduct* of the Law Society of Upper Canada as may be amended from time to time.

ARTICLE III AFFILIATION

3.1 The HCLA may seek affiliation with other organizations or associations that have similar purposes.

3.2 Affiliation with another organization, and any subsequent changes to the terms of such an agreement of affiliation, shall require approval of the Executive Committee as defined in Article V.

ARTICLE IV MEMBERSHIP

4.1 Membership in the HCLA is open to all persons who are committed to advancing the purposes of the HCLA and are, in Canada, lawyers, judges, law students or graduates of accredited law schools, in good standing (“**Members**”).

ARTICLE V EXECUTIVE COMMITTEE

5.1 The HCLA shall be governed by a Committee composed of nine (9) Members (“**Executive Committee**”). The members of the Executive Committee shall be called the “Directors”. The Directors shall be elected pursuant to Article VIII.

5.2 The Executive Committee shall be at liberty to appoint Honorary Directors (“**Honorary Directors**”) to serve at the discretion of the Executive Committee. To be eligible as an Honorary Director, the person appointed must be a Member of the HCLA in good standing and must have been a member in good standing of the Law Society of Upper Canada or any other provincial or territorial governing body or Law Society for a minimum of fifteen (15) years. Honorary Directors shall be entitled to attend but not to vote at meetings of the Executive Committee. The duties of Honorary Directors shall include attending at board meetings, providing general guidance, counsel, support and direction to the HCLA and the Executive Committee and to assist in the furtherance of the HCLA’s purposes.

5.3 The Executive Committee is responsible for the implementation of all resolutions passed at General Meetings, as defined in Article VII, and for the management of the affairs of the HCLA between General Meetings.

5.4 Meetings of the Executive Committee are called by the President or the Secretary, as defined in Article VI, who are also responsible for the preparation of the agenda. The Executive Committee shall also meet at the request of at least three (3) Directors.

5.5 Directors shall retire in rotation and at the first General Meeting, as defined in Article VII, for the election of Directors, four (4) Directors shall be elected to hold office until the second General Meeting after such date and five (5) Directors to hold office until the next General Meeting after such date, and thereafter at each General Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office until the second General Meeting after his or her election.

5.6 The Executive Committee shall meet at least four (4) times per year. Notice of Executive Committee meetings shall be given to the Executive Committee at least seven (7) days in advance. A quorum of the Executive Committee shall be a majority of the Directors.

5.7 If a Director’s position becomes vacant between General Meetings, the Executive Committee shall appoint a member in good standing to assume that position. Subject to ratification by a majority of Members in attendance at the first General Meeting following the appointment, the new Director shall hold office for the remainder of the term that would have been served by the departing Director.

ARTICLE VI OFFICERS

6.1 There shall be four (4) officers of the HCLA, appointed annually by the Executive Committee from amongst the Directors, these being, the President, the Vice-President, the

Secretary and the Treasurer (each being an “**Officer**”). The appointment of Officers shall take place at the first Meeting of Executive Committee following the General Meeting.

6.2 The President is the Officer responsible for the overall supervision and administration of the affairs of the HCLA and ensures that all policies and actions approved by the general membership or by the Executive Committee are properly implemented. The President chairs the General Meetings and also chairs meetings of the Executive Committee. At each General Meeting, the President shall present a report on the activities of the HCLA.

6.3 The Vice-President fulfils the duties of the President when the president is temporarily absent or otherwise unable to perform the duties of the office. The Vice-President also performs specific duties assigned by the Executive Committee or the general membership.

6.4 The Secretary is responsible for general correspondence and for internal communication within the HCLA. The Secretary issues notices and agenda, and prepares, maintains, and distributes minutes for the meetings of the general membership and of the Executive Committee. The Secretary, or another Officer or a Director, as appointed by the Executive Committee, also maintains an up-to-date list of Members in each of the various categories. These lists shall include a record of the duties paid by Members in order to establish those in good standing.

6.5 The Treasurer is responsible for the care and custody of the funds and other financial assets of the HCLA and for making payments for all approved expenses incurred by the HCLA. The Treasurer maintains books of the accounts, which shall be made available for inspection by Members at any reasonable time on request. At each General Meeting, the Treasurer shall present an account of the finances of the HCLA.

6.6 The Treasurer shall present a budget to the Executive Committee for the following fiscal year, subsequent to the first meeting of the Executive Committee.

ARTICLE VII GENERAL MEETINGS

7.1 The Members shall retain all powers of the HCLA except those delegated in this Constitution to the Executive Committee.

7.2 The President or the Secretary may call an ordinary general meeting (“**General Meeting**”) any time by giving at least fourteen (14) days notice of the time and place, and by sending an agenda to the Members at least seven (7) days before the scheduled date of such meeting. To be proper notice, this notice must also indicate the type of the meeting to be held, must be dated and signed by or indicate the identity of the sender and may be sent by any one of the following methods: regular lettermail, facsimile transmission or email. The notice required for a meeting can only be waived by the unanimous consent of all Members entitled to attend the meeting.

7.3 A General Meeting shall be held once per year for the purpose of electing Directors and the delivery of any reports by the Executive Committee to the Members.

7.4 The Executive Committee may call a special General Meeting by giving at least seven (7) days notice of the time and place of the special General Meeting and of the specific items to be considered (“**Special General Meeting**”). No additional items may be added to the agenda for a Special General Meeting.

7.5 The Executive Committee shall call a Special General Meeting within fourteen (14) days of receiving a written petition signed by at least ten (10) Members and stating the purpose of the meeting.

7.6 A quorum for all General Meetings and Special General Meetings shall be the lesser of: (i) fifty-one percent (51%) of paid-up Members; and (ii) twenty-five (25) paid-up Members.

ARTICLE VIII ELECTIONS – ELIGIBILITY

8.1 The election of Directors to the Executive Committee shall take place by written vote at the General Meeting.

8.2 Only Members of the HCLA are eligible to serve on the Executive Committee.

ARTICLE IX DIRECTORS

9.1 In addition to the roles of the Officers, the Executive Committee may designate additional roles to be fulfilled by members of the Executive Committee by appointing:

- (a) Two (2) Membership Directors;
- (b) One (1) Communications Director;
- (c) One (1) Director of Student Affairs; and,
- (d) One (1) Social Director.

9.2 The roles and responsibilities of these Directors shall be defined by the Executive Committee at the time of the appointment and shall be reflected in the minutes of the Executive Committee meeting.

ARTICLE X COMMITTEES

10.1 Ad hoc committees may be established by approval of a motion at a General Meeting or at a meeting of the Executive Committee. Motions to establish ad hoc committees shall contain appropriate terms of reference.

10.2 A quorum for all committee meetings shall be a majority of the voting Members of the committee.

**ARTICLE XI
FINANCES**

11.1 The financial year of the HCLA shall be from the 1st day of April to the 31st day of March.

11.2 All expenditures for items in excess of \$10,000.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a General Meeting, provided that notice of this motion is included in the agenda circulated for such meeting.

11.3 Cheques that disburse the funds of the HCLA shall bear the signature of either the President or the Treasurer.

11.4 The HCLA shall not incur debts by borrowing money unless prior approval for such an action has been obtained by passage of a motion by a two-thirds majority of votes cast at a General Meeting, provided that notice of this motion is included in the agenda circulated for such meeting.

11.5 The financial records of the HCLA may be reviewed by at least two Members of the HCLA appointed for such a purpose at a General Meeting.

11.6 No Director, Officer, Member or member of a committee shall receive any remuneration for duties performed for or on behalf of the HCLA but these persons may be reimbursed for reasonable expenses incurred while performing these duties.

**ARTICLE XII
RULES OF ORDER**

12.1 Procedures for Meetings and Organizations, by M.K. Kerr and H.W. King, Carswell Legal Publications, Toronto, 3d, ed., 1996, or later editions, shall govern the HCLA in all procedural matters not contained in this Constitution.

**ARTICLE XIII
AMENDMENTS**

13.1 This Constitution may be amended by approval of a motion by a two-thirds majority of votes cast at a General Meeting, provided that at least two weeks notice is given for such a motion.