

**CHARTER OF THE
OTTAWA TARAS SHEVCHENKO MONUMENT COMMITTEE**

**ARTICLE 1
NAME AND LOCATION**

Section 1. Ottawa Taras Shevchenko Monument Committee. The following abbreviated format is also accepted: Ottawa Shevchenko Committee (hereinafter referred to as the "Committee").

Section 2. The Office of the Committee shall be in the City of Ottawa, in the province of Ontario, and at such place therein as the directors will determine.

**ARTICLE 2
PURPOSE AND OBJECTIVES**

Section 1. The Committee was created and authorized at a meeting of the Ukrainian Canadian community in Ottawa on April xx, 2006, to act officially to manage the establishment of a monument to Taras Shevchenko in Ottawa.

Section 2. The Committee is empowered to enter into discussions with Margareth Mol and Leo Mol (hereinafter referred to as the "Owners") for the acquisition and relocation of a monument of Taras Shevchenko (hereinafter referred to as the "Monument") belonging to the Owners and presently located in Germany.

Section 3. The Committee is empowered to enter into agreement to establish the terms and conditions for the establishment of the Monument on a site approved at the April xx, 2006 meeting in Ottawa, Canada. This approved site is on the premises of St. John the Baptist Ukrainian Catholic Shrine, 948-952 Green Valley Crescent, Ottawa, Ontario, Canada (hereinafter referred to as the "Site" and "Site Owners").

**ARTICLE 3
TERMS AND CONDITIONS UPON WHICH THE COMMITTEE IS TO
ACQUIRE, TRANSPORT AND MAINTAIN THE MONUMENT**

Section 1. ACQUISITION OF MONUMENT

The Committee shall acquire the Monument from the Owners upon such terms and conditions as the Committee and the Owners shall agree in a separate Agreement to be signed by them. The transportation, site preparation, installation and maintenance of the Monument is conditional upon the Committee and the Owners executing a mutually satisfactory Agreement for acquisition of the Monument.

Section 2. TRANSFER OF OWNERSHIP

It is intended that the Monument will be located on the premises of St. John the Baptist Ukrainian Catholic Shrine, 948-952 Green Valley Crescent, Ottawa, Ontario, Canada (the "Site"). Upon installation on the Site it thereby becomes the property of St. John the Baptist Ukrainian Catholic Shrine (the "Site Owners").

Section 3. PAYMENT OF COSTS ASSOCIATED WITH MONUMENT AND SITE

The Committee will work with the Site Owners to establish a Charitable Account for payment of all costs associated with the Monument and the Site as permitted by the Income Tax Act and policy directives of the Charities Division of Canada Revenue Agency.

Through the Charitable Account, the Committee shall cover all costs, charges and expenses associated with:

- a) The transportation of the Monument from Germany, including, but not limited to the following:
 - Packing the Monument for transportation.
 - Arranging for transport by a reputable carrier.
- b) Site preparation, including municipal site plan approval, building permit approvals and landscaping.
- c) Storage of the Monument in Canada, if necessary, while awaiting the Site preparation and installation arrangements.
- d) Installation of the Monument on the Site by a reputable contractor including, but not limited to the following:
 - Landscaping
 - Architectural design
- e) Ongoing maintenance costs and insurance associated with the Monument and Site.

Section 4. RISK

Using the funds in the Charitable Account, the Committee shall assume responsibility for all risk arising from the packing, transportation, storage and installation of the Monument and shall obtain at its cost all risks insurance coverage including public liability, loss, theft, damage and destruction for full replacement cost. Proof of insurance coverage shall be provided to the Owners and the Site Owners prior to transportation of the Monument to the Site.

Section 5. SITE AND MONUMENT DESIGN

The location of the Monument on the Site, its design, including landscaping, shall be subject to the approval of the Owners, Committee and Site Owners. Since the Site may involve unstable subterranean clay deposits, the Committee shall

obtain a suitable architectural design for the Monument which will be submitted for approval of all Parties. The Committee shall comply with any site plan requirements of the City of Ottawa and obtain all necessary permits for the preparation of the Site and the installation of the Monument at its cost.

Section 6. MODIFICATION AND RELOCATION

After installation at the Site, the Site Owners shall not make any modifications to the Monument or the Site without prior approval of the Committee. In the event that at some future date the Committee wishes to relocate the Monument to another site in the City of Ottawa, it shall be free to do so provided that the entire Monument, including foundation, be removed at the expense of the Committee and the Site returned to its original condition at the expense of the Committee.

Section 7. COMMUNITY ACCESS

The Monument is intended for the Ukrainian community at large and not solely for members of the Site Owners. The Site Owners are not to restrict individuals, groups or organizations from visiting the Monument or engaging in commemorative celebrations.

Section 10. GOVERNING LAW

All agreements related to this Monument shall be governed by and interpreted according to the laws of the Province of Ontario, Canada.

ARTICLE 5 COMMITTEE MEMBERSHIP

Section 1. Any person who supports and promotes the objectives of the Association is eligible for membership.

Section 2. The Board of directors shall have the right to revoke a membership provided that the person whose membership is proposed to be revoked is given ten days written notice of the meeting and is given the right to be heard at such a meeting.

ARTICLE 6 BOARD OF DIRECTORS

Section 1. Every member in good standing shall be eligible to become a Director of the Association.

Section 2. The Board of Directors shall be composed of a minimum of 5 and a maximum of 8 members to be elected at each annual general meeting in

accordance with the procedure set out in ARTICLE 7 and such members shall serve on the board of Directors until the next succeeding annual general meeting. The term of office for the Board of Directors is July 1 of the current year to June 30 of the succeeding year.

Section 3. The Executive Committee of the Board of Directors shall consist of the following officers to be elected at the annual general meeting:

- (a) President;
- (b) Immediate Past President;
- (c) First Vice President;
- (d) Second Vice President, Programming;
- (e) Secretary;
- (f) Treasurer;

Section 4. The remaining members of the board of Directors shall be elected at the annual general meeting with reference to specific official capacities.

Section 5. The President shall:

- (a) preside over all meetings of the Association;
- (b) have the general powers and duties of supervision usually vested in the office of a Chief Executive and without limiting the generality of the foregoing between meetings of the Board of Directors, the President shall have full power to act with respect to all matters which come within the jurisdiction of the Board of Directors provided however, that any action shall be submitted to the next meeting of the Board of Directors for review;
- (c) report at meetings of the Board of Directors on matters within the President's knowledge which concern the interests of the Association;
- (d) direct and coordinate the work of all members of the Board of Directors;
- (e) ensure the Association carries out all the directives and policies of the Federation in accordance with the Constitution;
- (f) designate members of the Board of Directors to have a signing authority for the issuance of cheques jointly with the Treasurer, but no expenditure exceeding \$200.00 shall be authorized without the approval of the Board of Directors;
- (g) review and authorize all expeditors of the Association;
- (h) prepare a report for the Annual General Membership Meeting accounting for the President's term of office
- (I) with the advice and consent of the Board of Directors, appoint chair for all committees and specify the duties of such committees; and
- (j) be an ex-officio member of all committees.

Section 6. Immediate Past President shall:

- (a) attend all meetings of the Board of Directors;
- (b) provide guidance and advice to the Board of Directors; and

(c) discharge the duties assigned to the Immediate Past President as specified in Article 7, Section 1 of the Constitution.

Section 7. The First Vice President Operations shall:

- (a) attend all meetings of the Board of Directors;
- (b) carry out the responsibilities delegated to them by the President;
- (c) in the absence of the President, preside at all meetings, and carry out all other duties of the President.

Section 7.1 The Second Vice President Programming shall :

- (a) attend all meetings of the Board of Directors;
- (b) carry out the responsibilities delegated to them by the President;
- (c) in the absence of the President and First Vice President, preside at all meetings, and carry out all other duties of the President

Section 7.2 Temporary Meeting Chairperson

In the absence of the President and both Vice Presidents at any meeting, the members present at such a meeting shall elect a Chairperson to serve at that meeting only.

Section 8. The Secretary shall:

- (a) attend all meetings of the Board of Directors;
- (b) keep accurate minutes of all meetings;
- (c) be responsible for all correspondence and the official documents on record in and for the Association;
- (d) maintain all official records of Association meetings;
- (e) cause notices of meetings to be sent to all members;
- (f) keep a record of all names and addresses of all current and past members of the Board of Directors;
- (g) provide a filing system, such that all records and correspondence are kept with adequate security and are accessible to all members upon written request; and
- (h) at the termination of the term of office, surrender and transmit all of the properties, records and documents for which the Secretary is responsible to the succeeding Secretary within 10 working days of the election of the succeeding Secretary.

Section 9. The Treasurer shall:

- (a) attend all meetings of the Board of Directors;
- (b) receive and account for all funds and financial obligations due to the Association or raised in the name of the Association;

- (c) pay all accounts due and payable by the Association within 10 working days from the date they were incurred, and obtain and record all such transactions based on expense accounts and/or statements;
- (d) obtain a receipt for all expenditures;
- (e) present for review and authorization to the President all expenditures for the report of the transaction;
- (f) maintain the financial records of Association in an acceptable business manner current and available, and provide access to the records of the Association at all meeting and to the Audit Committee upon request;
- (g) establish the appropriate accounts and deposit all funds belonging to the Association in the appropriate accounts for safekeeping;
- (h) give a written report at all meeting of the Board of Directors on the current financial position of the Association;
- (i) be one of the signing authorities for all cheques issued by the Association; and
- (j) immediately after the termination of the term of office , surrender and transmit all of the properties, records, funds, and documents for which the treasurer is responsible, to the succeeding Treasurer.

Section 10. The executive committee of the Board of Directors shall have the following powers:

- (a) to discuss and consider prior to presentation of recommendations to the board of Directors, any and all matters concerning administration and management of the affairs of the Association;
- (b) prior to presentations of recommendations to the Board of Directors to pursue, scrutinize and consider all correspondence, memoranda, records and other material received by or emanating from the Association;
- (c) to prepare the agenda for meetings of the Board of Directors;
- (d) only in the event of an emergency, to act in place and instead of the Board of Directors.

Section 11. Members of the Board of Directors shall:

- (a) attend all meetings of the Board of Directors;
- (b) have the right to voice and vote at all meetings of Board of Directors; and
- (c) carry out such duties as may be assigned by the President.

Section 12. Members of the Board of Directors and Chairpersons of special committee shall, at the end of their term of office, turn over to the respective successors or to the succeeding Board of Directors, all records and materials being the property of the association.

Section 13. No members shall serve more than four consecutive years in one position on the Board of Directors.

Section 14. The Board of Directors shall have the power to appoint members to fill vacancies occurring in the Board of Directors between annual meetings of the Association.

Section 15. The Board of Directors shall have the power to pass by-laws from time to time, with approval of the general membership, to regulate the administration and operation of the affairs of the Association.

Section 16. The Directors shall serve as 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 expense incurred by him/her in the performance of here/her duties.

Section 17. The Board of Directors shall ensure that 10 percent of net revenue be placed in a reserve fund. These monies shall not be used without the approval of the membership at a general meeting.

ARTICLE 7 NOMINATION AND ELECTION TO OFFICE

Section 1. A nominating committee of five members shall be elected at a general meeting at least four months prior to the annual general meeting. Two members of the nominating committee should be the immediate two Past Presidents and three members of the nominating committee shall be elected from those in attendance at the general meeting. A member of the nominating committee who is a Past President shall serve as Chairperson of such committee which shall seek out suitable candidates for the Board of Directors for the ensuing year and present its slate of candidates in writing, to the Secretary prior to the annual general meeting.

Section 2. Members attending the annual general meeting have the right to nominate other candidates from those members in attendance at the annual general meeting.

Section 3. At the annual general meeting a Chairperson and two scrutineers shall be elected to conduct the election of members of the Board of Directors.

Section 4. The election of members to the board of Directors shall be by show of hands unless the annual general meeting otherwise decides.

ARTICLE 8 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Association, if they shall see fit to do so, otherwise such vacancy

shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

ARTICLE 9 MEETINGS

Section 1. The Association shall hold an annual general meeting during the months of May or June each year for the presentation of annual reports by the members of the Board of Directors and for the election of the Board of Directors for the ensuing term. At least ten days written notice of the time and place of such meeting shall be mailed or electronically transmitted to each member.

Section 2. A special general meeting may be called at any time by the President or any four members of the Board of Directors and the Secretary shall mail or electronically transmitted to all members at least five days written notice of the time and place of such meeting. Any ten members of the Association, on written request to the President, may cause to be called a special general meeting and the Secretary shall mail or electronically transmit to all members at least five days written notice of the time and place of such meeting.

Section 3. Unless the Board of Directors shall otherwise decide, regular general meeting of the Association shall be held each month and at least five days written notice of such meeting shall be mailed or electronically transmitted by the Secretary to all members. Under normal circumstances, there will be no regular general meetings in the months of July and August.

Section 4. The Board of Directors shall meet at least eight times a year. In addition, the President or any four members of the executive may call a meeting of the Board of Directors at any time. At least five days written notice of regular monthly meetings of the Board of Directors shall be mailed or electronically transmitted by the Secretary to each of the members of the Board of Directors. For all other meetings of the Board of Directors, the Secretary shall mail or electronically transmit to each member of the Board at least two days written notice thereof.

Section 5. Twenty members(or twenty five percent of the total membership), to include at least three members of the Board of Directors shall constitute a quorum for the transaction of business at general meetings of the Association. Twenty five percent of the Board of Directors shall constitute a quorum of meetings of the Board of Directors.

Section 6. Any member of the Board of Directors who misses three consecutive meetings without good reason may have his membership on the Board of Directors terminated by a majority vote at its next meeting.

Section 7. If the person described in ARTICLE 9, Section 6 so desires, he/she shall be given the right to be heard at such Board of Directors meeting and show why her/his membership on the Board shall not be revoked.

ARTICLE 10 AMENDMENTS TO THE CONSTITUTION

Section 1. Any member in good standing who proposed an amendment to the constitution shall give written notice thereof to the Secretary at least two months prior to a general meeting at which such proposed amendment is to be considered, the members shall be informed of the proposed amendment.

Section 2. Any amendment to the constitution must be passed by a vote of at least 51% of the members present.

Section 3. This revised constitution shall become effective on acceptance by the Association, this date being June 16, 1998.

ARTICLE 11 TERMINATION OF MEMBERSHIP

Section 1. The Board of Directors by a majority vote shall have the right to revoke a membership for just cause provided the person whose membership is proposed to be revoked is given written notice of the meeting of the Board of Directors at which such revocation is to be considered; and

Section 2. If the person described in ARTICLE 11, Section 1 so desires, he/she shall be given the right to be heard at such Board of Directors meeting and show why her/his membership shall not be revoked.

ARTICLE 12 DISSOLUTION OF ASSOCIATION

Upon the dissolution of the Association after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as

the case may be and vice versa, and reference to persons shall include firms and corporations.

Passed(Proposed) by the Board of Directors and sealed with the corporate seal this 25th day of May, 1998.

President

Secretary