

OVERVIEW OF REVISED CORPORATE DOCUMENTS

of The Ukrainian Museum of Canada of

the Ukrainian Women's Association of Canada

The current Constitution and By-laws of the Museum were established at an Annual General Meeting of members held in Saskatoon on August 20, 1977. Certain amendments were made in 1995. These documents were established under Part II of the *Canada Corporations Act* which has been in place for close to a century. By and large, the key elements of the Museum's corporate governance have been in place, in the existing framework, for three and a half decades. The Board of Directors of the Museum have recognized for some time that many By-law provisions had fallen into disuse, some were no longer complied with and there was a sense that a total update and rewrite was required.

As a volunteer organization with limited resources the Board determined to undertake that re-write beginning in 2012. The Board was assisted in that effort by former board member, Myron Gulka-Tiechko. Myron is City Clerk/Solicitor for the Municipal Corporation of the City of Moose Jaw, Saskatchewan and agreed to provide support for the review on a voluntary basis. The Board reviewed the basic terms of the existing By-laws at a meeting on October 13, 2012, and has provided input into successive revisions at several conference call meetings over the winter and spring of 2013. That review produced a consensus on the key terms of revised Constitution/Bylaws for the Museum.

In order to implement revisions to the Museum's corporate documents, they will need to be submitted to Corporations Canada, which acts as the regulator for federally incorporated non-profit corporations. The federal government, recognizing that the existing Letters Patent system was itself antiquated and out of step with modern conceptions of corporate governance, determined to overhaul its regulation of non-profit corporations. The new *Canada Not-for-Profit Corporations Act* (NPF Act) was passed. All existing federally regulated not-for-profits are required by October 17, 2014, to update their corporate registration in compliance with the new legislation.

The former Letters Patent system, which was very detailed and prescriptive, is being replaced by two key documents: Articles of Continuance, which establish the key authority of a non-profit corporation, and are essentially the Constitution of the organization; and By-laws, which enable a non-profit to spell out their internal corporate governance structure and processes. The new Act has included many mandatory provisions, such as appointment of auditors, which eliminates the need to include such authority in corporate By-laws. Further, the Act establishes a broad range of default provisions such that the legislation becomes the guide for processes where individual corporate documents do not provide guidance. This means that the required content and detail of corporate By-laws have been greatly simplified and stream lined. A large component of the former system has been delegated to organizations to determine on their own. Director nomination processes, for example, which occupied significant portions of existing By-laws, have been delegated to organizations to establish as they see fit, including

through establishment of policy statements by Boards of Directors. This creates a more flexible system, responsive to change and adaptation over time.

The fundamental interests of organization members, however, remain protected. Such matters as corporate name, province of registered office, creating new classes of membership, changing corporate purposes, increasing or decreasing the number of directors, or statements of asset distribution on dissolution are all subject to passage of a Special Resolution, requiring a majority of two thirds of votes cast in order to effect. All of these parameters are set out in the **Articles of Continuance**. (attached) The content of these fundamental areas has been largely drawn from existing provisions, as amended with input from the Board of Directors. The number of Directors is established as between 5 and 15. An optimum size board of 10 to 12 members is typically ideal. This range, though, provides flexibility to the organization. The Articles of Continuance should be filed with Corporations Canada once reviewed by the Museum membership. Because the government is allowing a period of transition for not-for-profit groups there will be no charge for the new filing.

The other key document circulated to Museum membership for review is the set of **By-laws**. The first By-law documents the internal decision-making process of the Museum, referred to as the "corporation" throughout. As noted previously, a significant portion of what had previously been in the By-laws has been moved into the Articles of Continuance, or are no longer required as legislation has provided mandatory provisions. This has stream-lined and shortened the By-law document. At the same time, some additional provisions are enumerated, which had not previously been part of the by-laws.

Among the more routine provisions are clauses providing for a Corporate Seal, execution of documents, establishment of banking arrangements, and setting out borrowing powers of the board.

Some specific provisions of note are as follows: the board may set the financial year; members may request annual financial statements, but the corporation is not required to send a blanket mailing to all members; notices to members of a general meeting may be circulated electronically or contained as part of a regular newsletter; membership meetings may include attendance and voting of members by electronic or telephonic means if the corporation provides a means by which all members are able to hear and participate in discussion, as well as document vote results; specific provisions for termination of membership, including lapsing due to non payment of dues two (2) months after due; member meetings are to be coordinated with meetings of the USRL; meetings will be held in corporation museum facilities whenever possible; quorum for membership meetings is continued at five (5) per cent (without this specific By-law provision, the default legislated quorum would be a majority of members); director terms shall be two years (coordinated with USRL biennial conventions) and the board shall have authority to appoint vacant director seats for the duration of the departing member's term; the board may establish such committees as it deems appropriate; the directors shall appoint the Corporate officers including Chair, Vice-Chair, Secretary and Treasurer; the Executive Director is deemed a non voting member of the board.

There are also provisions in the By-laws that have not previously been included. A documented process for discipline of members is established, if required; provision for

proposals emanating from members is allowed (giving members an ability to bring forward proposals for specific operational matters, or election of board members); the threshold of a minimum six (6) board meetings annually is established; finally, a voluntary system for submitting disputes among members, directors, and other relevant parties, is set out in the By-laws (a substitute for commencement of legal action).

An additional By-law addresses the national/branch structure of the corporation. The existing branch and subsidiary collection components of the corporation are enumerated. Assets are confirmed as the property of the corporation, to be administered within parameters established by the corporation board, in consultation with the various branches. Members of the corporation are automatic members of the provincial branch where they reside. The branch membership shall meet in coordination with USRL annual meetings where possible. The branch may elect a local branch board to administer collections and activities within the parameters of the corporation board. The branch board may also establish policies not inconsistent with corporation policies. At least annually, the corporation and representatives of branches shall meet (electronically/telephonically) to discuss issues of common concern.

The existing corporate Bylaws require that By-law revisions must be submitted to a membership vote and require a two-thirds majority of the votes cast to pass. In order to effect the transition to the new legislative provisions, members will be asked to pass a Special Resolution which will authorize an application under section 297 of the NPF Act for a Certificate of Continuance. That Resolution will also authorize the adoption of the General Operating By-law and By-law 2 governing branch operations. The transition process will be complete once Corporations Canada issues a Certificate of Continuance.

SPECIAL RESOLUTION

SPECIAL RESOLUTION OF MEMBERS:

continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the Canada Corporations Act by Letters Patent dated the 8th day of April, 1976; and

WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 28th day of November, 1980; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the Corporation continues under the NFP Act and the new general operating by-law No. 1, which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective the same date;
4. The new branch operations by-law, by-law No. 2, which has been submitted to this meeting and is annexed to these minutes as Schedule C is approved and will be effective the same date;
5. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

CERTIFICATION:

The undersigned, being the duly appointed Secretary of the Corporation certifies that the above is a true and correct copy of the special resolution of members, passed at a meeting of members held on the _____ day of _____, _____, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated _____

Secretary

Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1 - Current name of the corporation

Ukrainian Museum of Canada of the Ukrainian Women's Association of Canada.

2 - If a change of name is requested, indicate proposed corporate name**3 - Corporation number**

0 9 3 0 2 7 - 0

4 - The province or territory in Canada where the registered office is situated

Saskatchewan

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

5

Maximum number

15

6 - Statement of the purpose of the corporation

See attached Schedule "A"

7 - Restrictions on the activities that the corporation may carry on, if any

None.



**Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)**

8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

The corporation shall maintain one class of voting member. The corporation may establish provincial branches and/or subsidiary collections which shall operate within policy parameters established by the corporation. Members shall be automatic members of the respective provincial branch in the geographic region where they live.

9 - Statement regarding the distribution of property remaining on liquidation

On liquidation, after payment of debts and liabilities, remaining property shall be distributed to one or more qualified donees within the meaning of the Income Tax Act. Further, such qualified donees shall also meet the definition of an "eligible donee" under the meaning of the Income Tax Act. Where possible, collections and heritage materials will be distributed to a qualified donee committed to similar goals and objectives.

10 - Additional provisions, if any

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes. Directors shall serve without remuneration, and no director shall directly or indirectly receive profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services to the corporation in another capacity.

11 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature: _____

Print name: _____

Phone Number: _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

SCHEDULE "A"

To Articles of Continuance of

The Ukrainian Museum of Canada of the Ukrainian Women's Association of Canada

The purpose of the Corporation is to acquire, preserve, research and study representative artifacts which portray the Ukrainian heritage and its contribution to Canada;

To accomplish that purpose the Museum will:

- a) Acquire, maintain and exhibit collections of interest to Canadians, which are consistent with the Museum's purpose;
- b) Serve as a major repository for elements of the heritage of Canadians of Ukrainian descent;
- c) Stimulate a greater awareness of Canada's Ukrainian heritage;
- d) Promote research and study in all fields relating to the Ukrainian cultural heritage;
- e) Maintain an active extension program by sending out and receiving artifacts and exhibitions;
- f) Disseminate knowledge of Ukrainian culture by publishing works consistent with the institution's purpose;
- g) Develop a non-profit, educational, heritage and cultural institution operated for the betterment of the community served and, open to the public, regardless of race, creed or occupation.

In accomplishing its purpose, the Museum will cooperate with other museums in Canada in order to collect and to preserve materials of significance to aid in the advancement of knowledge of the Ukrainian heritage in Canada.

GENERAL OPERATING BY-LAW

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

**Ukrainian Museum of Canada of the Ukrainian Women's Association of
Canada**

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, 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;

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

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**branch**" means a provincial branch of the Corporation which may operate a local collection under authority of Bylaw Two and the overall direction of the Corporation board;

"**branch board**" means the board of a provincial branch of the Corporation established or continued by the Corporation under authority of Bylaw Two;

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

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**national museum**" means the principal museum of the corporation located in Saskatoon, Saskatchewan;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"subsidiary collection" means a separate collection associated with a provincial branch;

"usrf" means Ukrainian Self-Reliance League of Canada, the coordinating body of the following affiliated organizations and institutions: Ukrainian Self-Reliance Association (TYC/USRA); Ukrainian Women's Association of Canada (UWAC); Ukrainian Orthodox Youth Association (CYMK/UOYA); Ukrainian Museum of Canada (UWAC); Mohyla Institute (1958), Saskatoon, Saskatchewan; St. John's Institute, Edmonton, Alberta; St. Vladimir Institute, Toronto, Ontario; SUS Foundation, Toronto, Ontario; St. John's Fraternal Society, Edmonton, Alberta.

"uwac" means the Ukrainian Women's Association of Canada, a national women's organization.

2. **"Interpretation"**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. **Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. **Financial Year**

The financial year end of the Corporation shall be determined by the board of directors.

6. **Banking Arrangements**

The banking business of the Corporation 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 of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws. Membership in the Corporation is not transferable.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Membership dues shall be set by ordinary resolution at a membership meeting of the Corporation. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

15. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights to attend meetings of the membership, automatically cease to exist.

17. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is

suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

The Annual General Meeting (AGM) of members shall be held at the location of the biennial convention of the USRL, or, if the Board shall so determine, at some other place in Canada. In the years in between USRL biennial conventions, the Board shall hold the AGM at the location of the Saskatchewan USRL Annual Meeting or at such other location as the Board may determine appropriate. The AGM shall be convened to receive the annual reports of the Board and the report of the Treasurer; to sanction, if appropriate, decisions and actions of the Board and to transact such other business as may properly come before the meeting. The timing of the AGM shall also comply with the requirements of the Act. Decisions regarding amendments to fundamental provisions requirement a two-thirds vote may only be made at the AGM which coincides with the biennial USRL convention. Whenever the biennial AGM of the USRL takes place in a city where the National Museum, branch or collection is located, an effort shall be made to hold the Museum AGM at the physical museum location.

In addition to attendance at national meetings of the corporation, members are entitled to attend, participate and vote at meetings held by a branch museum or subsidiary collection, within policy parameters established by the Corporation board and in compliance with Bylaw Two.

21. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the

Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

22. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be five per cent (5%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

25. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

27. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

28. Term of Office of Directors

The directors shall be elected to hold office for a two year term, expiring not later than the close of the second annual meeting of members following their election. Should a vacancy occur on the board, the remaining members of the board may fill the vacancy, for a term to expire at the next annual meeting, by way of an ordinary resolution.

29. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

30. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the 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.

31. Regular Meetings Section

The board shall meet a minimum of six times annually. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the proposition put shall be deemed to have failed.

33. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

34. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

35. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

Executive Director – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The Executive Director shall be a non-voting member of the board.

Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or Chair requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

36. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

37. 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, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board 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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 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 in accordance with Part 17 of the Act.

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 secretary 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 in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

38. Invalidity of any Provisions of this By-law

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

39. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws 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.

40. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

41. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the

articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

42. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Schedule C of Special Resolution

By-law Two: Branch Operations

A by-law of the Corporation relating to the creation and management of branch museums and subsidiary collections of

Ukrainian Museum of Canada of the Ukrainian Women's Association of Canada

(the "Corporation")

1. Structure and ownership

The national museum shall be located in the City of Saskatoon, Saskatchewan. The following are deemed constituent parts of the Corporation: The national museum, located in Saskatoon, Saskatchewan; the British Columbia branch located in the City of Vancouver; the Alberta Branch located in the City of Edmonton; the Manitoba Branch located in the City of Winnipeg and the Ontario Branch located in the City of Toronto. The Calgary Subsidiary Collection shall be located in the City of Calgary, Alberta, as a Subsidiary Collection of the Corporation.

All assets and property of the Corporation, regardless of whether located at the national museum or in a branch or subsidiary collection, shall be deemed the property of and under the control and management of the Corporation board. Branch and subsidiary collections shall be administered in accordance with policies established by the Corporation board.

The board of the Corporation may establish other museum branches and/or subsidiary collections in Canada as the board may determine appropriate.

The Corporation board may also, on its own initiative or on the initiative of a branch or collection, approve and preside over the dissolution of a branch or collection. Further, the Corporation board shall direct and oversee the disposition of assets in such dissolved branch or collection in the best interests of the Corporation.

2. Branch meetings

All members in good standing of the Corporation resident in the geographic area served by a branch museum or subsidiary collection are automatically entitled to attend, participate and vote at member meetings of their branch or subsidiary collection without payment of any additional membership fees. Whenever possible, branch or subsidiary collection membership meetings shall be held in conjunction with the Annual General Meeting of the provincial branch of the USRL in the province the branch or subsidiary collection is located. In addition to reviewing annual reports, the members may also elect a branch board.

3. Branch or subsidiary collection board

The branch board shall administer the local branch or subsidiary collection and activities within the policy parameters established by the Corporation board. In fulfilling its administrative role, the branch board may establish additional policies not inconsistent with policy parameters established by the Corporation board.

4. Inter branch/collection meetings with the Corporation

At least once annually, the board of the Corporation shall convene a meeting with representatives of the branch boards and subsidiary collections of the Corporation to discuss matters of common concern. Such meetings may be held in person, where feasible, or by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.