

A general operating by-law No. 1 relating generally to the conduct of the affairs of

THE LATVIAN RELIEF SOCIETY OF CANADA, "Daugavas Vanagi",

(Hereinafter referred to as the "Corporation")

WHEREAS THE LATVIAN RELIEF SOCIETY OF CANADA, "Daugavas Vanagi" was incorporated under the provisions of Part II of The Companies Act, 1934, as a corporation without share capital under the name of "The Latvian Relief Society of Canada", "Daugavas Vanagi" on December 7, 1953;

NOW THEREFORE BE IT ENACTED that the following By-law is the General Operating By-law of the THE LATVIAN RELIEF SOCIETY OF CANADA, "Daugavas Vanagi" as follows:

PREAMBLE

THE LATVIAN RELIEF SOCIETY OF CANADA, "Daugavas Vanagi" is called the SOCIÉTÉ LETTONE D'AIDE MUTUELLE DU CANADA, "Daugavas Vanagi" in French and LATVIEŠU APRŪPES BIEDRĪBA KANADĀ, "Daugavas Vanagi" in Latvian.

THE LATVIAN RELIEF SOCIETY OF CANADA, "Daugavas Vanagi" is a non-partisan organization working in accordance with the laws of Canada and its statutes.

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

SECTION 1 – GENERAL

1.01 DEFINITION -In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "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;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any

members and a special meeting of all members entitled to vote at an annual meeting of members;

- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that special resolution.

1.02 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

1.03 Purposes of the Corporation:

1. to promote the social and cultural welfare of persons of Latvian origin living in Canada;
2. To furnish financial and other assistance to needy persons of Latvian origin;
3. To assist those of Latvian origin to become good Canadians;
4. To raise funds for the proper carrying out of the objects of the Society and to expend the funds so raised in the furtherance of these objects;
5. To buy, lease and operate real property and premises for the better carrying out of the objects of the Society;
6. To do all such lawful things as are incidental and conducive to the attainment of the above objects or in any way calculated, directly or indirectly, to promote the same.

1.04 Location THE LATVIAN RELIEF SOCIETY OF CANADA, "Daugavas Vanagi" and its head office shall be located in the City of Toronto, Ontario, Canada.

1.05 Corporate Seal The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The seal shall be in the custody of the secretary of the Corporation or his delegate.

1.06 Financial Year The financial year end of the Corporation shall be December 31st or as determined by the board of directors.

1.07 Non-profit clause for registered charities

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.

1.08 Borrowing Powers The directors of the Corporation may not borrow money on the credit of the corporation, without authorization of the members.

1.09 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.

1.09a) All transactions in excess of \$20000 will be reported at the Annual meeting of Members.

1.10 Statement regarding the distribution of property remaining on liquidation

Before the corporation is dissolved, it must dispose of its property by:

- returning property to another person if the property was originally given to the corporation on the condition that it be returned when the corporation is to be dissolved
- paying any debt or other liabilities of the corporation
- distributing any remaining property to a qualified donee, as defined in the *Income Tax Act*, having cognate or similar objects as the Corporation

SECTION 2 - MEMBERSHIP

2.01 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).

2.02 Membership Transferability A membership may only be transferred to the Corporation. 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.

2.03 Notice of Members Meeting Notice of the time and place of a meeting of members at a Branch or Annual General Meeting 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;

b) or 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.

2.04 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.

2.05 Absentee Voting at Members' Meetings (voting by proxy)

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, who must also be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. Each member may hold up to 5 proxy votes.
- b. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- c. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that

- meeting after an adjournment of that meeting, at which the proxy is to be used, or
- ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - d. a proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - e. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
 - f. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - g. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - h. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION

3.01 Membership Dues Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within twenty-four (24) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Definition of "Member in good standing" A "member in good standing" is a member that has paid all of their dues for the fiscal year; as well as any dues outstanding; to a Branch and/or the Corporation directly. A "member in good standing" may vote at the Annual General meeting of members and at Branch Annual General Meetings.

3.03 Termination of Membership A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Corporation is liquidated and dissolved under the Act.

3.04 Effect of Termination of Membership Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Proposals Nominating Directors at Annual Members' Meetings The Annual General Meeting of the members of the Corporation shall elect a President, a Treasurer and a secretary as well as up to seven other directors.

4.02 Internal Review Committee The internal review committee of three members will be elected at the Annual Members' Meeting for a one-year term and shall attend Board meetings and will report to the annual members meeting on the financial management and other activities of the Corporation.

4.03 Remuneration of directors clause for registered charities

Directors shall serve without remuneration, and no director shall directly or indirectly receive any 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 provided to the corporation in another capacity.

4.04 Cost of Publishing Proposals for Annual Members' Meetings

The cost of publishing a proposal as well as 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 shall be paid by the Corporation and at the discretion of the Board of Directors.

4.05 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.

4.06 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.

4.07 Chair of Members' Meetings In the event that the president is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.08 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 5% percent 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.

4.09 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, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.10 Participation by Electronic Means at Members' Meetings Participation at meetings of members may not be by telephonic, electronic or other communication facility.

4.11 Members' Meeting Held Entirely by Electronic Means Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

SECTION 5 - DIRECTORS

5.01 Number of Directors The Board of Directors shall be comprised of at least a president, treasurer and secretary.

5.02 Calling of Meetings of Board of Directors Meetings of the board may be called by the president or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

5.03 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 7 days before the time when the meeting is to be held.

5.04 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 6 - OFFICERS

6.01 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; except in the case of the president, secretary and treasurer.

6.02 A soliciting corporation If the Corporation is deemed a "soliciting corporation" under the *Canada Not-for-profit Corporations Act* (NFP Act) then the corporation must have a minimum of three (3) directors, at least two (2) of whom are not officers or employees of the corporation or its affiliates

6.03 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:

- a) President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation
- b) 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.
- c) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
- d) 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 president 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.

6.04 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 with a two-thirds (2/3) majority vote. 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.

SECTION 7 - BRANCHES

7.01 Branches

- a) A Branch shall consist of not less than fifteen members who shall apply in writing to the Board of Directors of the Corporation for permission to form a Branch.

- b) When such permission to form a Branch has been granted by the Board of Directors of the Corporation the members of a Branch shall hold a General Meeting of Members for the election of directors and such other business as may properly come before an organization meeting.
- c) The affairs of a Branch shall be managed by a Board of Directors and in the same manner set out in Sections 4, 5 and 6 of the by-laws of the Corporation.
- d) The Board of Directors of a Branch shall submit a written report on the activities of the Branch to the Board of Directors of the Corporation annually and such report shall include a financial statement.
- e) General Meetings of the members of the Branch shall be held annually or more often at the call of the Board of Directors of the Branch and shall be held at such place and time as the said Board of Directors of the Branch shall determine.
- f) The first General Meeting of Members of the Branch and thereafter the Annual General Meetings of Members of the Branch shall elect a committee of three internal reviewers to hold office until the next Annual General Meeting.
- g) No branch shall purchase or sign a long term rental agreement on any real property or premises without the approval of the Board of Directors of the Corporation.
- h) A General Meeting of the members of the Branch by resolution of which notice has been given in the notice calling the Meeting may be by a vote of a two-thirds majority of those present dissolve and wind up the affairs of the Branch by making a final report from the Branch to the Board of Directors of the Corporation and by surrendering to the Board of Directors of the Corporation all the books and records of the Branch and any funds or assets which it may have.
- i) Unless otherwise provided herein the provisions relating to the conduct of the affairs of the Corporation shall apply mutatis mutandis to the Branches.

SECTION 8 - NOTICES

8.01 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.

8.02 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.

SECTION 9 - EFFECTIVE DATE

9.01 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.