



National Alliance of Hungarians in Canada
Alliance Nationale des Hongrois au Canada
Kanadai Magyarok Országos Szövetsége

100 Gloucester Street, Suite 352
Ottawa, Ontario, K2P 0A4
Canada

Founded by Canadian-Hungarian organizations in 2012

www.kmosz.ca

By-Laws No. 4

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

*National Alliance of Hungarians in Canada
Alliance Nationale des Hongrois au Canada
Kanadai Magyarok Országos Szövetsége*

*Founded March 3, 2012
Incorporated August 31, 2012*

January 21, 2018

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



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1 GENERAL

1.1 Definitions

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; in the event of any conflict between these By-laws and the Act the Act shall prevail.
- b) "Corporation" or "Alliance" are being used interchangeably to refer to the National Alliance of Hungarians in Canada.
- c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) "Board" alone can refer to either the Board of Directors or Board of Commons;
- e) "Director" alone refers to a member of the Board of Directors of the Corporation;
- f) "Representative" alone stands for a member of the Board of Commons of the Corporation;
- g) "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;
- h) "Member" alone can stand for either a Member Organization of the Corporation or an individual who is a member of the Board of Commons or Board of Directors.
- i) "Meeting of Members" includes an Annual General Meeting of Members or a Special Meeting of Members;
- j) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k) "proposal" means a proposal submitted by a member organization of the Corporation that meets the requirements of section 163 of the Act;



- l) "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- m) "rules and regulations" means rules created and approved by the Board of Directors to regulate and enable the various everyday operations of the corporation, those shall be compatible of the directives in the by-laws of the corporation; rules and procedures, which are affecting the member organizations shall be presented, kept in effect or amended retroactively by the next Meeting of Members following the date, when they were created or amended by the Board:
- n) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 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 "member" includes an individual, a corporation, trust or unincorporated member organization.

Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Privacy Principles

The Not-for-profit Corporation, its Board of Directors, Board of Commons and the Member Organizations shall insure that their Business Practices conform to the policies and practices and comply with the federal and provincial legislations.

The Corporation shall keep only the information required to serve the Members' needs and the communications to and from the Board of Directors. The Corporation shall maintain the information of Member's involvement in the Corporation's Activities.

The Corporation shall not disclose personal information to anyone outside the Corporation without prior consent received from the Member(s) or individual(s) involved.

1.4 Execution of Documents

Documents, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and one (1) executive officer, or any two (2) of its officers or Directors, with prior authorization by the Board of Directors.

In addition, the Board of Directors may from time to time direct the manner in which a particular document or type of document shall be executed. 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.

1.5 Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.6 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.

1.7 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 organization may, on request, obtain a copy free of charge at the registered office or by prepaid mail.



2 CORPORATION

2.1 Not-for-profit Corporation

The National Alliance of Hungarians in Canada (NAHC) is a not-for profit corporation without share capital; it is incorporated by Industry Canada under the Canada Not-for-profit Corporations Act in 2012 (Certificate of Incorporation No. 822510-9, 31 August 2012).

2.2 Name and Official Languages of the Corporation

In English: National Alliance of Hungarians in Canada

In French: Alliance Nationale des Hongrois au Canada

The official languages of the corporation are the official languages of Canada: English and French, as well as Hungarian, the native language of Hungarians. English shall be the primary language for transacting activities and record keeping of the Corporation.

Foreign corporate name - It is hereby provided that the corporation may use and may be equally designated by the following form outside Canada:

In Hungarian: Kanadai Magyarok Országos Szövetsége

2.3 Head Office and Jurisdiction

The Corporation's Head Office is located at:

100 Gloucester St., Suite 352, Ottawa, ON, K2P 0A4

The Board of Commons may relocate the Head Office as determined by majority votes cast at a general meeting.

Jurisdiction: The operations of the Corporation may be carried on throughout Canada.

2.4 Alliance Logo

In the centre point of the logo is Canada's geographical map painted the shade of red of the Canadian national flag (RGB 235-45-55). The ring surrounding the map symbolizes the cockade of the 1848 Hungarian revolution and fight for freedom never to be forgotten. The ring is painted the shade of green present in the official Hungarian flag (green RGB 67-111-77, red RGB 205-42-62).



1. Illustration: Alliance Logo

The logo contains the name of the Alliance in English, French and Hungarian, as specified in Section 2.2 .

2.5 Statement of the purpose of the Corporation

The new not-for-profit corporation intends to be the umbrella organization of those Canadian-Hungarian organizations, who agree with its goals and objectives. The main goal of the umbrella organization is to enable the collaboration of Canadian-Hungarian organizations with the following main objectives:

1. Promoting the highest standards of citizenship through encouragement of, and participation in Canadian and Hungarian national, patriotic, cultural and humanitarian activities.
2. Preserving, enhancing, educating and strengthening the appreciation of Hungarian language, cultural heritage, history, folklore and traditions among Canadian-Hungarians.
3. Supporting and assisting fellow Hungarians worldwide.
4. Fostering economic, scientific, cultural and artistic co-operation among Canadian-Hungarian organizations and various social and professional groups.
5. Providing objective information on current and past events, tribulations and achievements in Hungary for the Canadian, Hungarian and global media and public; thereby upholding the interests of the Hungarian nation and its people.



2.6 Governance of the Corporation

The governing bodies of the Corporation are the Meeting of Members, the Board of Commons and the Board of Directors.

2.6.1 Meeting of Members

The member organizations forming the National Alliance of Hungarians in Canada (NAHC) are independent of NAHC and are governed by their own by-laws. NAHC has no power to interfere with the operations of the member organizations in any way. On the other hand, member organizations have the power to control and influence the operations of NAHC – since this is an organization formed to represent them and to help their interaction – according to the principles and rules laid down in this by-law. Hence, the Meeting of Members is the supreme authority of the Corporation; it shall determine the policies, the directions and the image of the Corporation.

2.6.2 Board of Commons

During the time when the Meeting of Members is not in session, the operation and business affairs of the Corporation shall be ruled by the Board of Commons whose members are referred to as Representatives of the Member Organization.

Each member organization elects at least one individual from its own membership to serve as its Representative on the Board of Commons of the Alliance. These Representatives are responsible for the bi-directional communication between the member organizations and the Alliance. They are expected to be active in and to be familiar with the plans of their home organization, work toward fulfilling their interests, and pro-actively participate in coordinating the affairs of the Alliance across Canada. They provide input for, and shape the strategic plans and policies of the Alliance. They are involved actively in the actions and issues related to the organizations they represent.

2.6.3 Board of Directors

The operation and business affairs of the Corporation shall be assured, administered and managed by the Board of Directors, whose members are referred to as Directors and who are elected by the member organizations.

The Board of Directors is the executive authority of the decisions taken by the Meeting of Members and the Board of Commons. It is the sole authority responsible for the execution of documents.

The Board of Directors has the duty of calling, organizing and chairing the meetings of the Board of Commons.



3 MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

3.1 Membership

Any Canadian-Hungarian organization, which agrees to the goals, Articles and By-Laws of the Corporation, and whose membership application is approved by the Corporation according to Section 2.02 can be member organization of the National Alliance of Hungarians in Canada (NAHC). The “member organizations” are independent entities themselves, governed by their own by-laws or governing bodies, as required by the legislation or decree specific to their nature. The Corporation as an umbrella organization cannot interfere or govern the operation of the member organizations.

There are no membership classes in the NAHC, all members are organizations.

The Board of Commons of the Corporation is the authority which approves the admission of the new member organizations of the Corporation.

The following conditions of membership shall apply:

- a) Membership shall be available only to Canadian-Hungarian organizations with at least 10 members of 18 years of age or older.
- b) The Board of Commons approves the admission of new member organizations by special resolution.
- c) The term of membership of any member organization shall be continuous, subject to maintaining good standing in accordance with the policies of the Corporation. A member organization shall be considered in good standing if it complies with all the by-laws of the Corporation, and has paid the dues for the current calendar year.
- d) Member organizations are required to delegate individuals from their own membership to represent them as Representatives on the Meeting of Members and Board of Commons.
- e) Member organizations are expected to nominate and vote for individuals for director and officer positions.
- f) As set out in the articles, each member organization is entitled to receive notice of, attend and vote at all Meeting of Members and to serve on the Board of Commons.



- g) The allocation of votes for each member organization shall be established at the time it joins the Alliance, and re-evaluated every year thereafter at the time of membership renewals.
- h) The method of verifying the membership of the member organizations shall be determined and performed by the Board of Directors.

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 subsection 197(1) of the Act.

3.2 Local Chapters

- a) Local Chapters are the basic organizational units of the Corporation, which may be established by at least 10 individuals, who are Canadian citizens or permanent residents of at least 18 years of age and who agree with the Statement of the Purpose of the Corporation as outlined in section 2.5 Statement of the purpose of the Corporation.
- b) The establishment of a new Local Chapter and its incorporation into the Corporation shall require the approval of the Board of Commons.
- c) The Local Chapters adopt the Articles and the By-Laws of the Corporation.
- d) Local Chapters shall elect a Board of Directors consisting of at least 2 but not more than 8 members, including a President and Vice-President.
- e) The affairs of the Local Chapter shall be administered by their Member's Meetings.
- f) Local Chapters have the exact same voting rights as any other member organization.
- g) Local Chapters are governed by the Meeting of Members.
- h) Local Chapters can be dissolved by their own Meeting of Members or the Corporation's Meeting of Members. Special resolution is required at any level to dissolve a Local Chapter.
- i) In the case of contradicting decisions, the Corporation's Members' Meeting decisions override the Local Chapter's decisions.



3.3 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each member organization by the following means:

- a) by mail, courier or personal delivery to each member organization 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 telephone, electronic or other communication facility to each member organization 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) of the Act, a special resolution of the member organizations is required to make any amendment to the by-laws to change the manner of giving notice to members entitled to vote at a Meeting of Members.

3.4 Absentee Voting

In order to promote participation and closer interaction, no form of absentee voting or usage of proxies is to be permitted. Member organizations may replace their Representative acting on the Board of Commons with another individual from their own membership who is qualified for such a duty as per Section 2.6.2 , given that their registered Representative notifies the Board of Directors of such change at least 48 hours prior to any meeting of the Corporation the person is about to attend.

Pursuant to subsection 197(1) of the Act, a special resolution of the Meeting of 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.



4 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues

Membership dues are required to cover at least the most essential operating costs of the Alliance i.e. registering the Corporation, renting an office where the Corporation's head office resides, rental of web space, remunerating an accountant to prepare the annual financial reports, etc.

Changes to the membership dues can be proposed by the Board of Directors to the Meeting of Members which – if necessary, modifies the proposed membership fee, and – approves it. Member organizations shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the member organizations in default shall automatically be subject to the related disciplinary policy of the Corporation.

The membership fee is determined for each member organization separately based on its own individual head count and a unit rate. The unit rate is first proposed by the Board of Directors, debated within the Board of Commons, and voted upon by the Meeting of Members.

The upper limit of the membership fee is linearly proportional to the membership of the member organization. The associated maximum number of votes the member organization may have is determined based on the formula described in Section 5.6 Votes to Govern Meeting of Members.

Member organizations are entitled to pay a lesser fee than the established maximum at the expense of reducing their vote count to 90% of the formula in Section 5.6 .

4.2 Termination of Membership

A membership in the Alliance is terminated when:

- a) the member organization is dissolved;
- b) the member organization fails to maintain any of the qualifications required for membership as described in Section 3.1 of these by-laws;
- c) the member organization resigns by delivering a written resignation to the chair of the Board of Directors of the Corporation in which case such resignation shall be effective on the date specified in the resignation;



- d) the member organization is expelled in accordance with Section 4.3 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member organization's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

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

4.3 Discipline of Member Organizations

The Board of Commons shall have authority to suspend or expel any member organization 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, or
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board of Commons in its sole discretion.

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

If written submissions are received in accordance with this section, the Board of Directors forwards it to the Board of Commons which, in turn, will consider such submissions in arriving at a final decision and shall notify the member organization concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The decision of the Board of Commons shall be final and binding on the member, without any further right of appeal.

Former member organizations may apply to resume of membership, by submitting a written request to the Board of Directors. The reason of previous cessation and the changed circumstances since then shall be indicated for consideration of the Board of



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Directors. Once again, the Board of Directors presents the case to the Board of Commons for approval. The president or the designated officer shall provide notification about the decision of the Board of Commons to the applicant within 30 days.



5 MEETINGS OF MEMBERS

5.1 Annual General Meeting (AGM)

The Annual General Meeting is to be held annually within three (3) months following the end of the fiscal year of the Corporation.

At the Annual General Meeting the delegates of member organizations shall discuss and accept the minutes of the last Annual General Meeting, the President's report and the reports of Directors as well as the Financial Report of the Corporation.

The AGM should elect Directors, and decide on any other matter which is presented in the Notice of the Annual General Meeting of Members. More details about the AGM is set in the Rules and Regulations.

5.2 Special General Meeting (SGM) of Members

A Special General Meeting may be called, in writing, at any time by the President or at the request of the majority of the Board of Directors, or by the written request signed by at least three (3) Representatives addressed to the President and the Secretary.

Written notice of such meeting, including any suggestions by any Director or Representative, and the agenda shall be given by the Secretary to all voting member organizations in good standing of the Corporation as required by subsection 2.02 of this by-law. The notice shall contain enough information about the issue(s) on the agenda to allow the members to make a reasonable decision.

If notice for such meeting is not given by the Secretary within thirty (30) days of the written request made by the membership, then any of the three (3) signing members may send a notice stating the date and purpose for calling a Special General Meeting.

5.3 Members Entitled to be Present

Only the representatives of member organizations in good standing are entitled to be present and vote at a Meeting of Members.

Furthermore, the Directors, the Representatives and other persons who are also entitled or required under any provision of the Act, articles or by-laws of the Corporation can 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 member organizations.



Electronic participation at a Meeting is equivalent to in-person participation, The rules for electronic participation are set by the Board of Directors and shall be described in sufficient detail in the notice of the Meeting.

5.4 Chair of the Meeting of Members

In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of the members of the Board of Directors present to chair the meeting.

5.5 Quorum at Meeting of Members

A quorum at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the representatives present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

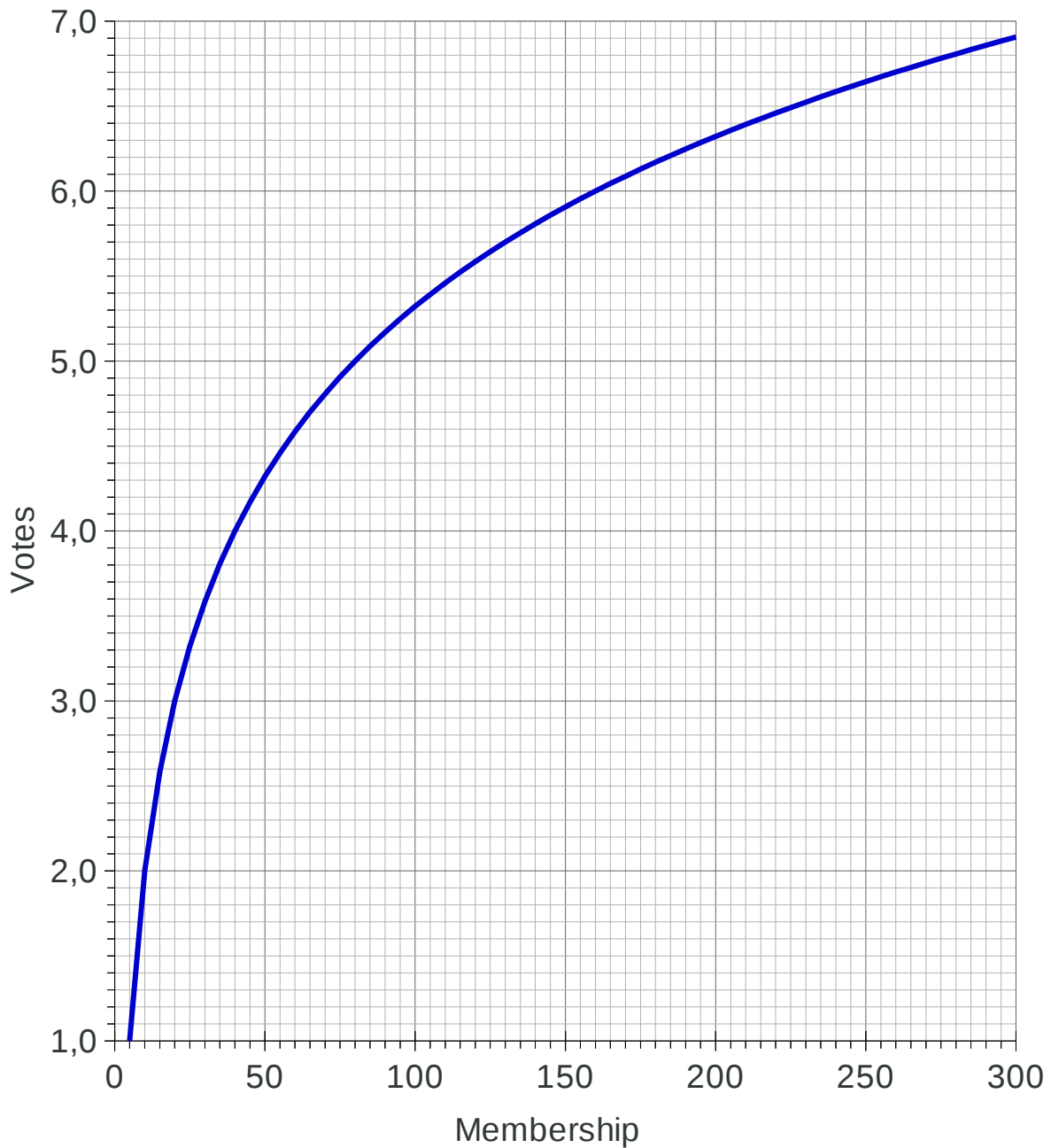
5.6 Votes to Govern Meeting of Members

At any Meeting of Members every issue 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 question. 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 deciding or casting vote.

The right balance between the size and power of organizations is sought for. In order to give smaller size organizations a chance to have their voice heard, weighting of votes is necessary. The member organizations shall be entitled to votes prorated to their annual membership according to the following compression function:

$$Votes = 2 + \log\left(\frac{\text{Membership}}{5}\right) / \log(2)$$

In a graphical interpretation:



2. Illustration: The maximum number of votes any member organization may have as function of its own membership -- range [5, 300]

In tabular forms:



1. Table: The maximum number of votes any member organization may have as function of its own membership -- range [5, 300] (simplified, single digit precision)

Membership	Votes	Membership	Votes	Membership	Votes
5	1	65	4,7	145	5,9
10	2	70	4,8	155	6
15	2,6	75	4,9	170	6,1
20	3	80	5	180	6,2
25	3,3	85	5,1	195	6,3
30	3,6	90	5,2	205	6,4
35	3,8	100	5,3	220	6,5
40	4	105	5,4	235	6,6
45	4,2	110	5,5	255	6,7
50	4,3	120	5,6	270	6,8
55	4,5	130	5,7	290	6,9
60	4,6	135	5,8	310	7



2. Table: The maximum number of votes any member organization may have as function of its own membership -- range [5, 300] (more detailed, calculated with higher resolution, and using two decimal places accuracy)

Membership	Votes	Membership	Votes	Membership	Votes	Membership	Votes
5	1	105	5,39	205	6,36	305	6,93
10	2	110	5,46	210	6,39	310	6,95
15	2,58	115	5,52	215	6,43	315	6,98
20	3	120	5,58	220	6,46	320	7
25	3,32	125	5,64	225	6,49	325	7,02
30	3,58	130	5,7	230	6,52	330	7,04
35	3,81	135	5,75	235	6,55	335	7,07
40	4	140	5,81	240	6,58	340	7,09
45	4,17	145	5,86	245	6,61	345	7,11
50	4,32	150	5,91	250	6,64	350	7,13
55	4,46	155	5,95	255	6,67	355	7,15
60	4,58	160	6	260	6,7	360	7,17
65	4,7	165	6,04	265	6,73	365	7,19
70	4,81	170	6,09	270	6,75	370	7,21
75	4,91	175	6,13	275	6,78	375	7,23
80	5	180	6,17	280	6,81	380	7,25
85	5,09	185	6,21	285	6,83	385	7,27
90	5,17	190	6,25	290	6,86	390	7,29
95	5,25	195	6,29	295	6,88	395	7,3
100	5,32	200	6,32	300	6,91	400	7,32

5.7 Place of Meeting of Members

The meetings of member organizations may be organized by means of mass electronic telecommunication services, systems and devices.



6 DIRECTORS

Directors are individuals forming the Board of Directors elected by the member organizations on a Meeting of Members.

The role of the Directors is to pro-actively lead the activities and chair the meetings of the Alliance. They represent and execute the decisions and plans the Board of Commons sets forth. The Directors do not have the power to overrule or alter the decisions of the Board of Commons. The Directors shall be responsible for the coordination and implementation of the strategic plans and policies of the Corporation, and for the general organization and supervision of the operation and affairs of the Corporation.

No one shall officially represent the Corporation without previous authorization from the entire Board of Directors. All Directors have equal rights in the proceedings of their Board.

6.1 Qualification of Directors

Individuals must meet the following criteria to be a director of the Corporation:

- a) be known and active (preferably in a leadership position) in his or her home organization for at least one year,
- b) not be in a leadership position in another Hungarian umbrella organization within Canada
- c) be an individual of at least 20 years of age or older,
- d) not been declared incapable by a court, and
- e) not have the status of a bankrupt.

6.2 Minimum and Maximum Number of Directors

In accordance with the Articles of Incorporation of NAHC, this Corporation is an umbrella organization, which intends to serve Canadian-Hungarian organizations, associations, institutions, clubs, business groups and corporations etc. with a wide variety of functional, regional and inter-provincial diversity.

To cover and accommodate the representation of such diverse membership, the minimum number of Directors of the Corporation is set as four (4), while the maximum number as twenty-one (21).



6.3 Election and Term of Directors

The member organizations will elect the Directors at the Meeting of Members. The Directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following this election. In continued succession, the directors can be re-elected only once. Following this, a re-election for extra terms is possible only after holding a term (i.e. two-years) break.

6.4 Removal of Directors

Directors of the Corporation shall be of good character and good citizens. Any person involving the name of the Corporation in any manner prejudicial or contrary to the principles of the Corporation, or committing any such acts as may be detrimental to the objectives, principles and the image of the Corporation, shall be open to censure by the Board.

Any Director may be removed from office for good cause

Removing an elected director requires the approval two-thirds (2/3) or majority of member organizations who cast their votes at a Meeting of Members called for the purpose of removing the director. At that meeting, the Representatives of member organizations may elect another director to fill the vacancy created by the removal.

A director elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

6.5 Remuneration

The directors and officers shall not receive, directly or indirectly, any compensation for acting as such nor receive any profit from their office.



7 MEETINGS OF DIRECTORS

7.1 Calling of Meetings

Meetings of the boards may be called by the President , the Vice-President or any two (2) Directors at any time.

7.2 Notice of Meeting

Notice of the time and place for holding of a meeting of the Boards shall be given in the manner provided in Section 9.1 of this by-law to every Director of the Corporation and Representative of member organizations not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors and Representatives 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.

7.3 Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of such regular meetings shall be sent to each Director and Representative 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.

7.4 Votes to Govern

At all meetings of the Board, every issue 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 deciding or casting vote.



7.5 Committees

The Board of Directors 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.

A standing committee can be created for permanent term to support the operation of the Board of Directors and/or the Corporation.

Ad hoc committees with advisory role for resolving any special matters may also be created by the Board of Directors.

Any committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. Any committee member may be removed by resolution of the Board of Directors.



8 OFFICERS

8.1 Description of Offices

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

- a) President – The President shall be a director. The President shall, subject to the authorization of the Board of Commons, be responsible for the general supervision, management and direction of the Corporation. The President, when present, shall preside at all meetings of the Board of Directors, Board of Commons and of the Meeting of Members. The President shall have such other duties and powers as the Board of Commons may specify.
- b) Executive Vice-President – The Executive Vice-President shall be a director. If the President is absent or is unable or refuses to act, his duties shall be performed and his power shall be exercised by the Vice-President. The Vice-President shall have such other duties and powers as the Board of Commons may specify.
- c) Vice-President for Culture – The Vice-President for Culture shall be a director. The Vice-President for Culture is responsible for coordinating nationwide cultural events i.e. Hungarian festivities or commemoration days or the tours of Hungarian or Canadian Hungarian artists, speakers and other performers. He/she shall chair the Standing Committee for Culture, whose members shall ideally consist of the local Cultural Directors of the Hungarian Community Centres as well as other prominent individuals appointed by the VP for Culture.
- d) Vice-President for Media Relations – The Vice-President for Media Relations shall be a director. The Vice-President for Media Relations shall be responsible for providing objective information on current and past events, tribulations and achievements in Hungary and among Canadian Hungarians for the Canadian, Hungarian and global media and public. He/she will also be responsible for setting up or maintaining the operation of a news website with an appropriate editorial board, which should ideally provide information both in English and Hungarian on the activities of the Alliance as well as on Hungary. He/she shall chair the Standing Committee for Media Relations, whose members shall be selected and appointed by the VP for Media Relations. Since in many instances, timely action will be of essence in his/her activities, the VP of Media Relations shall be empowered by the Board of Directors to issue materials for the press with the approval of the President alone.
- e) Treasurer – The Treasurer shall be a director. The Treasurer shall keep full and accurate books of account, including a ledger, in which he shall record all receipts and disbursements of the Corporation and, under the direction of the



board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall have such powers and duties as the Board of Commons may specify.

- f) Secretary – The Secretary shall be a director. The Secretary shall attend and be the secretary of all meetings of the board, members and committees of the Board of Commons. 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, corporate seal and other instruments belonging to the Corporation.
- g) All other officers shall fulfil their duties as defined by the Board of Commons.

The Board of Commons may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

8.2 Election of Officers

Every executive member of the Board of Directors shall be elected directly by the Meeting of Members.

For electing the President, the following rules apply:

- a) a multi-round voting shall take place, which shall end when any of the candidates receives more than 50% of the votes in a specific round.
- b) the candidate with the least votes in a specific round is excluded from running in the subsequent rounds of voting.

For every other officer position, the candidate with the most votes shall win the election.

8.3 Appointment of Officers

The President, Vice-Presidents, Treasurer and Secretary must be directors. Any other officer may, but need not be, a director. Two or more offices may be held by the same person.

Subject to the approval of the Board of Commons, the Board of Directors may designate other officers 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.



8.4 Removal of Officers

In general, all officers can be removed only by the body which elected or appointed them.

In the absence of a written agreement to the contrary, the Board of Directors may remove, whether for cause or without cause, any appointed officer of the Corporation.

Removing an elected officer requires the approval of the majority of members who cast their votes at a meeting of members called for the purpose of removing the officer. At that meeting, the member organizations shall elect another officer from the remaining members of the Board of Commons to fill the vacancy created by the removal.

An officer that is also director will remain director after his removal from office.

8.5 Vacancy in Office

In the absence of a written agreement to the contrary, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) loss of a necessary qualification of eligibility or
- d) the 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.



9 NOTICES

9.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, Director, officer or member of a committee of a Board 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); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if given to that person by telephone, or sent by 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 mailed at 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 or printed.

9.2 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.



9.3 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, Representative, member of a committee 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.



10 DISPUTE RESOLUTION

10.1 Mediation and Arbitration

Disputes or controversies among members, Directors, officers, Representatives, 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 Section 10.2 of this by-law.

10.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, officers, Representatives, 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, Representatives, 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:

- a) 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.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) 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.



- d) 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.



11 INDEMNIFICATION

Every person who is or was a member of the Board of Directors, his/her Heirs, Executors and/or Administrators, and estate and effects respectively, shall at all times be indemnified and saved harmless out of the Funds of the Corporation from and against all costs, charges and expenses whatsoever related to carry out their offices in the Corporation, except as are occasioned by his/her own wilful neglect or default. However, such indemnification is limited to the value of the total amount of the available cash funds of the Corporation.



12 EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective once accepted by the membership.

CERTIFIED to be By-Law No. 4 of the Corporation, as re-written and confirmed by the members of the Corporation by special resolution on the 21st day of January, 2018, dated as of the 21st day of January, 2018.

Gábor Vaski
President

Enikő Nagy
Secretary