

CONSTITUTION AND BY-LAWS OF THE CANADIAN HELLENIC MEDICAL SOCIETY (2025)



The present document of the Constitution and Bylaws of the Canadian Hellenic Medical Society has been approved unanimously by the Society's General Meeting on July 24, 2025.

In attestation of this fact, the Official Seal of the Society has been affixed, and the signatures of the members of the Governance Committee and the President have been placed hereunder.

July 24, 2025

Signed by:

Vasilia Vastis

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Vasilia Vastis, MB BCh BAO, FRCSC

President

Governance Committee

Signed by:

David Rossolatos

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David Rossolatos, MD (Vice President, Chair)

Signed by:

Elena Koskinas

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Elena Koskinas, MD (Secretary)

Signed by:

Gregory Anagnostopoulos

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Gregory Anagnostopoulos (Membership & Engagement Director)

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CHAPTER I: NAME AND PURPOSE

ARTICLE 1. NAME

The name of the corporation shall be the "Canadian Hellenic Medical Society" (CHMS), under which the "HIPPOCRATES" Hellenic Canadian Medical Association of Ontario shall operate. The Society is nationally recognized in scope and may operate programs in any province or territory of Canada.

ARTICLE 2. PURPOSES

CHMS is incorporated as a not-for-profit organization under the Ontario Not-for-Profit Corporations Act (ONCA), and functions as a nationally active organization across Canada. The Society operates as a national organization representing Canadian physicians and medical professionals of Hellenic descent and interest. Its purposes include:

- A) To bring the physicians and medical professionals of Greek origin living and practicing across Canada together and to provide them with opportunities to meet and know each other in pursuit of better relations and understanding between them;
- B) To represent the concerns and common interests of said medical professionals to political and medical authorities;
- C) To support physicians coming to Canada from Greece to obtain post-graduate education in the field;
- D) To promote professional collaboration and exchange between physicians, physician trainees, medical students, as well as allied medical professionals and biomedical scientists of Greece and Canada;
- E) To honour distinguished medical professionals;
- F) To promote medical education and awareness among the members of the CHMS and the Greek community across Canada;
- G) To accept gifts, bequests, donations and legacies, and to apply such funds solely toward the charitable and educational purposes of the CHMS.

CHAPTER II: SPECIAL PROVISIONS (as per Articles of Incorporation)

- A) 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 promoting its objects.
- B) The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred in the performance of their duties.
- C) Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be transferred or disposed of to HELLENIC HOME FOR THE AGED

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INC. and in the event that HELLENIC HOME FOR THE AGED INC. has been dissolved and has ceased to exist, then to THE HOSPITAL FOR SICK CHILDREN in Toronto, Ontario.

CHAPTER III: MEMBERSHIP

ARTICLE 1. CLASSES OF MEMBERSHIP

1. Physician Members (voting privileges and right to hold office)
2. Associate Members (non-physician health professionals, voting privileges)
3. Residents and Fellows (voting privileges and right to hold office)
4. Medical Students (voting privileges and right to hold office)
5. Associate Students (non-physician health professional students, non-voting)
6. Friends of CHMS (non-voting members)
7. Lifetime Members (former CHMS presidents with voting privileges)
8. Honorary Members (non-voting, honorary board members)

ARTICLE 2. ACCEPTANCE & TERMINATION

Membership applications shall be approved by the Membership Committee. Membership can be suspended or terminated by the Board for cause after appropriate notice and hearing. Members may resign by written notice to the Secretary.

ARTICLE 3. MEMBER RIGHTS AND OBLIGATIONS

Members in good standing are entitled to receive notice of, attend, and vote at all general meetings (if eligible). Members must act in accordance with the Corporation's bylaws and may be subject to disciplinary procedures for conduct harmful to the Society's reputation or objectives, as determined by the Board.

CHAPTER IV: MEETINGS

ARTICLE 1. GENERAL ASSEMBLY

CHMS shall hold at least one General Assembly per year to update members and conduct elections. Notice shall be given electronically at least 30 days prior and must include the agenda.

ARTICLE 2. QUORUM & VOTING

A quorum for General Assembly shall be 10% of voting members. In the absence of quorum, a reconvened meeting with 5% quorum shall be permitted. Proxy and electronic voting are allowed.

CHAPTER V: GOVERNANCE

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ARTICLE 1. BOARD OF DIRECTORS

CHMS shall have a minimum of 3 and a maximum of 9 Directors. Board members shall serve two-year terms, renewable once in the same officer role.

ARTICLE 2. OFFICERS

Officers of the Board shall include:

- President: Oversees all CHMS activities, chairs meetings, and ensures policy implementation.
- Vice-President(s): Supports the President and acts in their place when needed.
- Secretary: Maintains minutes, correspondence, and official membership lists.
- Treasurer: Manages finances, prepares budgets, and delivers annual financial reports.

Additional officer roles (e.g., Communications, Fundraising) may be created. Officers shall be elected by the membership every two years. No officer may serve more than two consecutive terms in the same role.

ARTICLE 3. MEETINGS OF THE BOARD

The Board shall meet at least quarterly. A majority of directors constitutes a quorum.

ARTICLE 4. REMOVAL AND VACANCIES

Directors may be removed by majority Board vote or 2/3 vote of the membership. Vacancies may be filled by Board appointment until the next election. Members from the Board may resign from their position within their term and must give 30 days written notice.

ARTICLE 5. CONFLICT OF INTEREST

A director or officer who is in any way directly or indirectly interested in a contract or transaction with the Corporation shall declare the nature and extent of the interest at the Board meeting where the contract is first considered. The interested party shall not vote or participate in discussions related to the transaction and shall be excluded from quorum for that item.

CHAPTER VI: COMMITTEES

Standing committees include:

- Governance
- Events
- Education & Community Outreach
- Finance
- Membership & Engagement
- Nominations and Elections
- Scholarships and Awards

Committees shall be chaired by Board-approved members and report to the Board.

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ARTICLE 2. AD HOC COMMITTEES

The Board may establish ad hoc committees to address specific issues. Each committee shall have a clearly defined mandate and duration, and a majority of its members shall constitute a quorum.

CHAPTER VII: ADMINISTRATION

ARTICLE 1. FINANCES

CHMS shall maintain proper accounting records and an annual budget. Two officers must co-sign expenditures over a threshold defined in Board policy. Any borrowing of funds or issuance of debt requires a two-thirds vote of the Board.

ARTICLE 2. RECORDS

The Secretary shall maintain accurate records of all meetings and correspondence. Financial records shall be open to inspection by members.

ARTICLE 3. AMENDMENTS

These Bylaws may be amended by a 2/3 vote at a General Assembly, provided that proposed changes are circulated at least 2 weeks prior.

ARTICLE 4. FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of the Corporation shall end on the last day of December each year.

CHAPTER VIII: DISSOLUTION

Upon dissolution, the remaining property shall be transferred to HELLENIC HOME FOR THE AGED INC. or, if that entity no longer exists, to THE HOSPITAL FOR SICK CHILDREN in Toronto, Ontario.

CHAPTER IX: COMPLIANCE

The Society may consider transitioning to federal incorporation under the Canada Not-for-profit Corporations Act (CNCA) should it better support its national operations and objectives. Any such transition shall be approved by a two-thirds vote of the Board and a two-thirds vote of members at a General Assembly following proper notice.

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CHMS shall operate in compliance with the ONCA and all relevant provincial and federal regulations. The Board shall ensure annual filings and corporate records are maintained.

ARTICLE 6. INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified and saved harmless by the Corporation, to the fullest extent permitted by law, against all costs, charges, and expenses reasonably incurred in connection with the defense or settlement of any legal action or proceeding brought against them in the execution of their duties, provided they acted honestly and in good faith.

CHAPTER X: AFFILIATIONS

CHMS may seek affiliation with other organizations that share its goals, including international medical societies, Hellenic cultural groups, or Canadian professional associations. Any affiliation agreement shall require approval by a majority vote of the Board of Directors and may be reviewed or revoked at any time by the Board.
