CHARTER OF THE TORONTO CHAPTER
OF THE SOCIETY FOR THE STUDY OF EGYPTIAN ANTIQUITIES

ARTICLE I - ORGANIZATION

Section 1. Name The name of the organization shall be the Toronto Chapter of the SSEA (Society for the Study of Egyptian Antiquities) and it shall be referred to hereafter as the Chapter.

Section 2. Office The office of the Chapter shall be situate in the Municipality of Metropolitan Toronto, in the County of York and at such place therein as the Officers may from time to time determine.

ARTICLE II - MEMBERS

Section 1. Membership All members of the SSEA who are located within the province of Ontario shall automatically be members of the Toronto Chapter and that portion of their membership fees paid to the SSEA that is, by agreement, to be directed to the Chapter shall be turned over to the Chapter by the SSEA.

ARTICLE III - MEETINGS

Section 1. Annual Meeting of Members The Annual Meeting of the Members of the Chapter shall be held prior to and in reasonable proximity to the AGM of the SSEA itself, and within Ontario, for the purpose of hearing and receiving such reports from the Officers and Committee Chairs as may be necessary and for electing the Officers for the ensuing year and for the transaction of such other business as may be properly brought before the meeting.

Section 2. Special Meetings of Members The Executive or the President or a Vice President shall have the power at any time to call a special meeting of the members of the chapter to be held at such time and place as may be determined by the Executive or the person calling the meeting. The phrase "meeting of members" where used elsewhere in this Charter shall refer to either or both types of meeting in Sections 1 and 2 hereof.

Section 3. Notice of Meetings of Members No public notice or other advertisement of any meeting of members shall be required, but notice of the time and place of such meeting shall be given not less than ten business days before the day on which the meeting is to be held to each member of the Chapter in good standing according to the records of the SSEA. Notice of a special meeting of members shall state the general nature of the business to be transacted at such meeting.
Section 4.  **Quorum of members**  Twelve members present in person and entitled to vote, shall constitute a quorum for the transaction of business at any meeting of members.

Section 5.  **Proxies**

(i) Every member entitled to vote at a meeting of members may by instrument in writing appoint another member as a proxy to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting.

(ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney, authorized in writing and shall be mailed to the secretary of the Chapter and shall cease to be valid after the expiration of one year from the date thereof.

(iii) The instrument appointing a proxy may be in such form as the Executive may from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient and, if not already sent to the Secretary of the Chapter by the time of the meeting, shall be deposited with the Secretary of the meeting before any vote is cast under its authority by the proxy.

Section 6.  **Votes to Govern**  At all meetings of members every question shall be decided by the majority of votes cast on the question.

Section 7.  **Show of Hands**

(i) At all meetings of members, every question shall be decided by a show of hands unless a poll thereon be required by the Chair of the meeting or be demanded by any member present in person or represented by proxy and entitled to vote.

(ii) Upon a show of hands every member present in person and entitled to vote shall have one vote but a member present by proxy shall have no vote in addition to the vote cast by the proxy. After a show of hands has been taken upon any question the Chair of the meeting may require, or any member present in person or represented by proxy and entitled to vote, may demand a poll thereon. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

(iii) Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in
respect of the said question, and the result of the vote so taken shall be the decision of the Chapter in annual or special meeting, as the case may be, upon the question.

Section 8. **Polls** If a poll is required by the Chair of the meeting or is demanded by any member and the demand is not withdrawn, a poll upon the question shall be taken in such manner as the Chair of the meeting shall direct. Upon a poll, any member in good standing who is present in person or represented by proxy shall be entitled to one vote in accordance with the provisions of this Charter. This vote may be exercised more than once if there are repeated elections or recorded votes at the meeting. The result of the poll shall be the decision of the Chapter in annual or special meeting.

Section 9. **Casting Vote** In the case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote.

**ARTICLE IV - EXECUTIVE**

Section 1. **Elected Officers**

(i) At the annual meeting of members the membership present in person or by valid proxy shall elect the Executive of the Chapter to hold office for the ensuing year, until the next annual meeting. The Executive shall consist of at least seven Officers: a President, Secretary, Treasurer, and as many Vice Presidents as the outgoing Executive shall seek to have elected by the members at the meeting, but in no event less than four Vice Presidents shall be elected, if possible, from among the general membership. In addition there shall be elected to the Executive at that meeting up to three Members at Large who shall not be table officers but who shall in all other respects be members of the Executive.

(ii) At the meeting the Executive shall be elected simply as a group of seven or more people, to hold office on the Executive, without any person being elected to a specific office, merely to the Executive as a body. Thereafter, at the first Executive meeting following the annual meeting, the persons who will hold each specific office on the Executive shall be appointed by the Executive, from among the group of those elected.

(iii) The Executive as a group shall, at that meeting, appoint from among its number a person to hold the office of President, a person to hold the office of Secretary, a person to hold the office of Treasurer and that number persons to serve as Vice Presidents corresponding to the number of Vice President positions that were voted for at the meeting. The balance of the persons elected at the annual meeting shall be Members at Large.
(iv) Any vacancy that may occur from time to time in an Executive officer position or Member at Large position may be filled, at the discretion of the remaining Executive officers, either from among its own ranks of remaining officers (one person being able to hold more than one office for the time remaining until the next annual meeting) or from the general membership. Such replacement officer shall hold that office for the balance of the term until the next annual meeting, but may stand for re-election to the Executive at that meeting.

Section 2. **Duties of President**  The President shall be charged with the general supervision of the affairs and business of the Chapter and shall have such other powers and duties as the Chapter may specify.

Section 3. **Duties of Secretary**

(i) The Secretary shall give, or cause to be given, all notices required to be given to members and members of committees. The Secretary shall attend all meetings of the Executive and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings.

(ii) The Secretary shall be the custodian of the stamp or mechanical seal of the Chapter, if any, used for affixing the seal of the Chapter and of all books, papers, records, documents and other instruments belonging to the Chapter.

(iii) The Secretary shall carry out the management of the affairs of the Chapter subject to the authority of the Executive as a whole and under the direction and supervision of the President and shall, if one is not appointed or such appointment becomes vacant, perform the duties of the Treasurer, and such other duties as may from time to time be prescribed by the Executive.

Section 4. **Duties of Treasurer**

(i) The Treasurer, or if a Treasurer is not appointed, the Secretary, shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Chapter and under the direction of the Executive, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Chapter. The Treasurer shall give any financial information that is required by them to the National Executive that may be needed for use by the Auditors of the SSEA to do their audit work on the finances of the SSEA and its Chapters.

(ii) The Treasurer shall render to the Executive at the meetings thereof, or whenever required, an account of all transactions made as Treasurer and of the financial position of the Chapter and shall perform such other duties as may from time to time be prescribed by the Executive.
Section 5. **Duties of Vice Presidents and Others** The duties of the Vice Presidents and all other officers shall be such as the terms of their engagements call for or the Executive requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Executive otherwise directs.

Section 6. **Duties of Members at Large** The duties of any Members at Large shall be as prescribed for them by the Executive.

Section 7. **Variation of Duties** From time to time the Executive may vary, add to or limit the powers of any officer or officers other than the President.

Section 8. **Quorum** The quorum for a meeting of the Executive shall be 50% plus one of the elected members.

**ARTICLE V - COMMITTEES**

Section 1. **Standing Committees** The following shall be permanent standing committees of this Chapter:

- Lecture Series
- Hospitality
- Fundraising

Section 2. **Other Committees**

(i) Other committees may be designated from time to time by a resolution adopted by a majority of the Executive present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such committees shall be members of the Chapter and the President of the Chapter shall appoint the members thereof.

(ii) Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Chapter shall be served by such removal.

Section 3. **Term of Office** Each member of a committee shall continue as such until the next annual meeting of the members of the Chapter and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. **Chair** One (1) member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.
Section 5. **Vacancies** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. **Quorum** Unless otherwise provided in the resolution of the Executive designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Rules** Each committee may adopt rules for its own government not inconsistent with this Charter or with rules adopted by the Executive.

**ARTICLE VI - BANKING, CONTRACTS, ETC.**

Section 1. **Banking Arrangements**

(i) The banking business of the Chapter shall be transacted with such chartered bank in Canada as the Executive may designate, appoint or authorize from time to time by resolution, and all such banking business, or any part thereof, shall be transacted on the Chapter's behalf by the Treasurer or such one or more officers and/or other persons as the Executive may designate, direct or authorize from time to time by resolution and to the extent therein provided.

(ii) Further, such resolution may include, but without restricting the generality of the foregoing, the operation of the Chapter's accounts, the making, signing drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and any orders relating to any property of the Chapter; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorization of any officer of such banker to do any act or thing on the Chapter's behalf to facilitate such banking business.

Section 2. **Execution of Instruments** Deeds, transfers, assignments, contracts and obligations on behalf of the Chapter may be signed by the President and by the Secretary or Treasurer or either of their Assistants, if any. In addition, the Executive may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation of the Chapter may or shall be signed.
Section 3. **Signing Officers**

(i) The President, the Treasurer, and two other officers shall be appointed as signing officers to act on behalf of the Executive. Two signatures shall be required on each cheque.

(ii) No signing officer is authorized to sign a cheque in which he or she is named as the payee or from which he or she appears to benefit in any way.

(iii) No cheque is to be signed by any signing officer in the absence of accompanying documentation in the form of an invoice, a receipt or signed written explanation of the expenditure.

(iv) Cheques for an amount greater than $500.00 shall require prior authorization from the Executive or the signed agreement of four Executive members, in those cases where the Executive will not be meeting prior to the need for the cheque to be issued in connection with the business of the Chapter.

**ARTICLE VII - NOTICES**

Section 1. **Method of Giving**

(i) Any notice, communication or other document to be given by the Chapter to a member, officer or auditor of the Chapter, under this Charter, by law or under any provision of any By-law that may hereafter be passed shall be sufficiently given if mailed, to that person's last known address on the books of the Chapter, by prepaid ordinary mail or airmail, as may be necessary, addressed to that person or, where that person has provided to the Chapter an e-mail address, if sent in the form of an e-mail to that e-mail address.

(ii) The Secretary may change the address on the books of the Chapter of any member in accordance with any information believed by the Secretary to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is deposited in a post office or a public letter box, and a notice sent by e-mail shall be deemed to be given on the day when it is sent by e-mail unless it is sent after 4:30 PM on any business day, in which case it will be deemed to have been given on the next business day.

Section 2. **Computation of Time** In computing the date when notice must be given by law or under any provision of this Charter, or under any future By-law of this Chapter, requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.
Section 3. **Omissions and Errors** The accidental omission to give any notice to any member, officer or auditor or the non receipt of any such notice by any member, officer or auditor or any error in any notice, not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Section 4. **Waiver of Notice** Any member, officer or auditor may waive any notice required to be given under any provision of this Charter or By-laws of the Chapter or by law, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**ARTICLE VIII - FISCAL YEAR**

Section 1. **Fiscal Year** Until otherwise authorized by the Executive, the financial year of the Chapter shall end on the last day of August in each year.

**ARTICLE IX - INTERPRETATION**

Section 1. **Interpretation** In this Charter and other By-laws of the Chapter words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons.

**ARTICLE X - IMPLEMENTATION**

Section 1. **Implementation** This Charter shall come into force when it has been: (1) approved by the Executive at a meeting thereof, and (2) approved by the membership of the Chapter at an annual meeting called for, inter alia, that purpose.

Section 2. **Amendment** Thereafter it may be amended in any manner thought appropriate by the Executive at a meeting thereof, subject to the proviso that such amendments do not come into force until they have also been approved by the membership of the Chapter at an annual or special meeting called for, inter alia, the purpose of giving such approval to those amendments. When so amended the Executive shall prepare a consolidated updated version of this Charter that reflects the amendments to the date thereof. A copy of such revised Charter shall be made available to any member of the Chapter, on written request of the Secretary for such copy.

DULY PASSED, AS AMENDED, BY THE PROVISIONAL EXECUTIVE OF THE PROVISIONAL TORONTO CHAPTER AT A MEETING THEREOF THIS 15TH DAY OF
OCTOBER, 2007, AS WITNESS THE SIGNATURE OF THE DULY AUTHORIZED SECRETARY THEREOF.

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(Secretary)


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( Secretary)

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