

# ***MANITOBA PARENTS FOR UKRAINIAN EDUCATION INC.***

## ***CONSTITUTION***

As approved 3 June, 1980

And as Amended 8 June, 1983

And as Amended 4 June, 1986

And as Amended 14 June, 1988

And as Amended 14 June, 1990

And as Amended 21 June, 1995

And as Amended 14 October, 2000

And as Amended 29 May, 2007

And as Amended 4 October, 2008

And as Amended 15 October, 2011

And as Amended 22 October, 2022 (*for approval at Oct. 22, 2022 AGM*)

1. Manitoba Parents for Ukrainian Education Inc. (MPUE or Organization) is to be incorporated as a not-for-profit registered charitable organization under Part XXII - Corporations Without Share Capital, The Corporations Act (Manitoba).
2. **Mission Statement:**  
To promote, enhance and expand the English-Ukrainian Bilingual Program in the Province of Manitoba.
3. **Structure:**
  - a) MPUE strives to be the coordinating body of all Parents' Committees in the English-Ukrainian Bilingual Program (EUBP).
  - b) MPUE's mission is carried out primarily through the work of volunteers.
  - c) MPUE is financially reliant on donations, grants from its affiliate, The Osvita Foundation Inc. and grants that MPUE applies for from other organizations.
4. **Functions:**  
In carrying out its Mission, Manitoba Parents for Ukrainian Education Inc. (MPUE) will operate with values of; Community, Growth, and Advocacy as follows:
  - a) Community – MPUE believes in bringing together a diverse group of people that are aligned on the importance of cultural connection, values and purpose. To achieve this MPUE will:
    - i) Assist EUBP Parents' Committees, or parent volunteers within Manitoba public schools, in establishing or maintaining an EUBP by:
      - a) coordinating recruitment campaigns in Manitoba for EUBP students and MPUE board members

- b) facilitating an exchange of resources
  - c) hosting community building activities
  - d) liaising with representatives of Ukrainian language programs offered outside of Manitoba
  - e) oversee the introduction of the EUBP in new school divisions by facilitating the involvement and establishment of local Parents' Committees.
- ii) Encourage cultural competence and celebrate multiculturalism
- iii) Engage with Ukrainian organizations in Manitoba about the EUBP with the objective to attain a common goal of strengthening community;
- iv) Raise awareness of the Ukrainian language education and cultural experiences available through the EUBP in Manitoba public schools;
- b) Growth – We believe in a sustainable and thriving EUBP and MPUE. To achieve this MPUE will:
  - i) Utilize available resources, such as strategic planning, analytics, and market research, to foster growth for EUBP and MPUE;
  - ii) Identify areas of growth for EUBP programming to contribute to enhanced experiences for students and teachers as well as EUBP Parents' Committees;
  - iii) Communicate with the MPUE membership on MPUE's mission;
  - iv) Engage the MPUE membership on volunteer opportunities with MPUE;
- c) Advocacy - We will share our love of Ukrainian culture and promote the uniqueness of the program for the students of today and tomorrow. To achieve this MPUE will:
  - i) To influence and actively participate in the local, Provincial and Federal organizational bodies and level of Government regarding Ukrainian language education and to represent the interests of the EUBP;
  - ii) To promote and represent the interests of the EUBP in the local, provincial and national public media;

- iii) To advocate for the development of supplementary educational materials to support the curriculum needs of EUBP teachers, in cooperation with the Provincial authorities, School Divisions, and other organizations.
- iv) To recognize the value of multiculturalism, by establishing relationships with committees representing other language groups and promoting bilingual education in the public school system.

**5. Membership:**

There are two categories of membership as follows:

- a) **Active Member:** All parents and legal guardians of children in the English-Ukrainian Bilingual Program are eligible to vote at an Annual General Meeting or Special General Meeting and are eligible to hold an Officer or Director position.
- b) **Non-Voting Member:** Individuals or representative of other Organizations who wish to promote, facilitate and espouse the objects and aims of MPUE may join MPUE; however, they shall not be eligible to hold an Officer nor Director position and are not eligible to vote.

Membership of an Active Member or a Non-Voting Member may be revoked by majority vote held at a duly constituted Annual General Meeting or Special General Meeting.

**6. General Meetings:**

- a) Annual General Meetings
  - i) The Annual General Meeting shall be held after 31 July but by 31 October of every year.
  - ii) Quorum at the Annual General Meeting shall be 10 Active Members, representing at least three different school divisions.
  - iii) Notice of the Annual General Meeting must be given in writing to Members at least 30 days prior to the Annual General Meeting.
  - iv) Notice of amendments to the Constitution must be given in writing to all Active Members at least 30 days prior to the Annual General Meeting.
    - a) All amendments to the Constitution require two-thirds majority of Active Members present and voting at the Annual General Meeting.
    - b) The Constitution shall be reviewed annually.
  - v) A financial review shall be presented based on the immediate past fiscal year at the Annual General Meeting.

- b) Special General Meetings
  - i) Special General Meetings may be called by 10 Active Members.
  - ii) Quorum at a Special General Meeting shall be 10 Active Members, representing at least three different school divisions.
  - iii) Notice of the Special General Meeting including the agenda must be given in writing to Members at least six calendar days prior to the Special General Meeting.

**7. Fiscal Year:**

The fiscal year shall commence 1 July and shall terminate 30 June.

**8. Composition of the Board of Directors:**

The Board of Directors of the Organization (Board) consists of the Officers and Directors.

a) Officers:

The Officers shall be elected annually and must be from among the Active Members. The Officers shall consist of the following positions:

- i) President
- ii) Vice-President External Matters
- iii) Vice-President Internal Matters
- iv) Secretary
- v) Treasurer
- vi) The term of office for an Officer is for one year commencing on November 1 and ending on October 31 of the following year.
- vii) No individual shall hold the position of President for more than four terms, regardless of whether terms consecutive. There is no limit to the number of terms that an individual can serve as any other Officer.

b) Directors:

- i) Each:
  - a) EUBP Parents' Committee at a public school in Manitoba, or

- b) Parent Advisory Council at a public school in Manitoba where EUBP is offered and an EUBP Parents' Committee is not present, is permitted to appoint up to two Active Members to serve as a Director to represent their EUBP Parents' Committee or Parent Advisory Council.
- ii) There will be at least four Directors on the Board. There is no limit to the number of Directors on the Board.
- iii) The term of office for a Director is for one year commencing on November 1 and ending on October 31 of the following year.
- iv) There is no limit to the number of terms that an individual can serve as a Director.
- c) No member of the Board may hold more than one position on the Board.

**9. Operation of the Board:**

- a) The Board will conduct meetings at least six times during the Organization's fiscal year where the meetings are at least three weeks apart.
- b) A quorum of a meeting of the Board shall consist of no less than three Officers and two Directors.
- c) Notice of a meeting of the Board shall be in writing to the Board at least six calendar days prior to the meeting.
- d) Meetings of the Board may be conducted in-person or using a combination of in-person, teleconference, video conference, or virtual conference methods that permit all Board members to listen and speak at the meeting.
- e) All Officers and Directors have voting privileges at meetings of the Board.
- f) A motion presented at a meeting of the Board and put to a vote shall be decided by a majority of those present that have voting privileges.
- g) Within 60 days following each October 31, the Board will provide orientation, structured onboarding and mentorship for each Officer and Director of MPUE with respect to their roles and responsibilities;
- h) The Board may invest in the development of its Officers and Directors to the extent that it furthers the aims of MPUE.

- i) The Board will appoint an Officer or Director to represent MPUE at the Ukrainian Canadian Congress - Manitoba Provincial Council (UCC – MPC) to the extent permitted by UCC – MPC.
- j) In the event of a vacancy of an Officer position of the Board (e.g., resignation, removal, death), the Board is empowered to make a motion to appoint an Active Member to serve as an interim Officer for the vacated position where the term would expire on upcoming October 31.
- k) The Board may establish a committee, or committees, to perform certain functions of the Board as determined by the Board.
- l) The Board may engage individuals on a volunteer basis to perform certain functions of the Board as determined by the Board.
- m) The Board may employ individuals (“Staff”) to perform certain functions of the Board as determined by the Board.
  - i) No member of the Board shall hold a Staff position or vice-versa.
  - ii) The Board may designate certain Staff to serve as an ex-officio member of the Board without voting privileges.
- n) No individual on the Board or Staff will directly or indirectly gain undue financial advantage in dealing with MPUE and its affiliates. Should there be any doubt, the potential conflict will be submitted to the Board for disposition.

## **10. Affiliated Organizations:**

Maintain an incorporated foundation (**Osvita**). The Foundation is to be incorporated as a not for profit charitable organization under Part XXII - Corporations Without Share Capital, The Corporations Act (Manitoba).

### **Functions:**

- a) To collect funds and receive donations for the purpose of maintaining these as a principle fund.
- b) To organize such campaigns to raise funds as is deemed necessary by the Foundation's Board of Trustees
- c) To invest donated funds in order to obtain the best return on investment.
- d) To use all or a portion of income derived from investments to support the development of Ukrainian language programs in Manitoba, specifically to support recruitment and promotional efforts for the English-Ukrainian Bilingual Program in Manitoba by donating funds to registered charitable non-profit organizations.
- e) A designated portion of income may be used to cover administrative expenses of the Organization.
- f) To comply with all requirements of the Income Tax Act, which may be amended from time to time, in order to retain status as a charitable organization.
- g) Without restricting the generality of the foregoing, the Organization is to operate as a non-profit corporation with objects to receive and maintain a fund or funds and apply from time to time all or part of the income earned on the principle fund for such purposes as may be deemed necessary and to do all such things as are incidental or conducive to the attainment of its objectives.

### **Annual meeting:**

The annual meeting shall be held in September of each year;

- a) Quorum at the annual meeting shall be 7 members in good standing;
- b) Notice of meeting shall be given in writing to members at least 15 days prior to the meeting;
- c) Notice of amendments to the constitution shall be given in writing to all members 15 days prior to the annual meeting;
- d) All amendments to the constitution require the agreement of two-thirds of members present and voting at the annual meeting.

### **Fiscal Year:**

The fiscal year shall commence 1 April and shall terminate 31 March.

### **Board of Trustees:**

1. The Board of Trustees shall consist of seven Members, and shall be elected annually and shall consist of the following positions:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer

e. Members at Large

1. Four Members of the Board of Trustees will be Members of the Board of Directors of Manitoba
2. Parents for Ukrainian Education at the time of election of Trustees while three shall be elected from at-large.
3. Trustees shall not derive direct financial benefit from their activities on behalf of the Foundation, but not including their own salaries, wages or honoraria.
4. The Membership may fill a vacancy on the Board of Trustees by election of a person to fill the vacant position for the unexpired portion of the term of the Board of Trustees.
5. Meetings to coincide with the MPUE Board of Directors meetings.

**Dissolution:**

- a) The Foundation may be dissolved by vote of two-thirds, that is five of seven of the Trustees voting and by vote of two-thirds of the members present and voting at a Special General Meeting of the Membership called for this purpose, which is to take place no later than 60 days following the first Meeting.
- b) Upon dissolution, all assets of the Foundation shall be transferred to MPUE. Inc., if extant, otherwise to a charitable foundation, whose aims and objectives are sympathetic to the promotion of Ukrainian language programs, for the specific purpose of promoting Ukrainian language programs in Manitoba.
- c) Maintain an incorporated publishing company, Dzvin. The Company is to be incorporated with share capital under the Manitoba Companies Act, with all of the shares to be owned by Manitoba Parents for Ukrainian Education Inc. The Company shall be known as Dzvin Publishers Inc. and the name shall be registered federally.