

**The Society for the Study of Egyptian Antiquities' Special Meeting of Members
(Bylaw)**

June 1, 2024

Sidney Smith Building Room 1071
100 St. George St., Toronto
11:00am

Meeting Minutes

Recording Secretary: Amber Hutchinson

Attending in person: 14 people

Stephen Boujikian, Leslie Anne Cowger, Stephen Ficalora, Yousef Hanna, Amber Hutchinson, Elizabeth T. Leventhal, Arlette Londes, Eugenia Lui, Ellen Matsui, Les O'Connor, Tisha Polocko, Les Redman, M. Trumpour, Kei Yamamoto

Attending by Zoom: 12 people

Lyn Green, Daniel Coulombe, Gilles Huot, Peter Robinson, Deirdre Keleher, Elaine Crabtree, Peter Sheldrick, Edmund Meltzer, Nicole Brisson, H McDorman, Michel Gervais

Proxies: 19

Susan Comstock, Nancy Lovell, Robert Steven Bianchi, Casey Kirkpatrick, Karin Eaton, Cloe Caron, Gayle Gibson, Bill Wiznuik, Andrew Nelson, Anthony Mills, Susan Hollis, Maureen Britsch, Robert Steven Sanderson, Sylvia Anstey, Penny Lipman, Karen Evans, Jean Revez, Beth Hart, Jackie Jay

1. Call to Order: M. Trumpour:

- The Meeting Agenda was shown to the members and discussed
- The meeting is being held to ratify Amendments to the Articles and a new Bylaw

2. Appointment of Recording Secretary

- M. Trumpour** introduced Amber Hutchinson as the recording secretary

3. Articles Amendment

- M. Trumpour** presented background on the SSEA, its Incorporation in Ontario as a not-for profit organization (August 1970), and its Charitable Institution status
- Incorporation gives legal status
- New legislation by the province of Ontario in October 2021 made necessary a revision of both the Articles of Incorporation and the Bylaws.
- The Bylaws Committee reviewed these in close consultation with the SSEA lawyer, Jarrett Putt, of the firm Ross-McBride
- Today the idea is to present the changes to the Articles and Bylaw

- The Society needs to be compliant
- There will be time to ask questions
- the voting will be For, Against or Abstain
- Any suggestions for future changes will be considered by the board at a later date

The new Act:

1. All not-for-profits were required to change their Articles of Incorporation to include “classes of membership”
 2. All not-for-profits were required to have Bylaws that comply with a new Bylaw Template
- The SSEA Articles will now include the French name for the organization in addition to the English name
 - The name will have legal status either in English or in French and the name was checked in the registry of organizations

The Articles: Membership

- Better to not have non-voting members
 - Our institutional members will now be “subscribers”
- P. Robinson** asked: Does the French name apply to other provinces outside of Ontario? Does a form need to be sent in?
- M. Trumpour:** Yes it is considered good for all of Canada
- Nothing else to bring forward for future consideration
 - the Bylaw will be submitted to the Government of Ontario

4. Voting on Amendment Document

The vote for the amendment to the Bylaw:

For - 13 in person; 12 online; 19 Proxies

Against - 0

Abstain – 0

The amendment carried unanimously.

5. Revised Bylaw

- M. Trumpour:** We have opted to retain our traditional labels and titles. We want to still be called The Society (not “corporation”) with Trustees (not “Directors”) and the management body as the Board of Trustees
- the dual name, Society for the Study of Egyptian Antiquities/Société de l’Égypte ancienne, is now in the Bylaw
- did some cleaning up of wording of signing officers, to make it more flexible. The Treasurer and three other Trustees shall be appointed as signing officers
- J. Li noted:** The section given on the slides of the Bylaw is different than in the Bylaw documents handed out in person; does it matter for ratification?

-M. Trumpour apologized: the correct version of the Bylaw is on the website, which will be submitted to the government.

M. Trumpour: There will be one class of membership; no more institutional membership; the Board can decide other types of memberships in its procedures

S. Boujikian: When the board is doing cheques and payments are there restrictions about who they can be made out to?

M. Trumpour: M. repeated the question for the online members as such, the question is if someone on the board goes out and buys supplies for the meeting is that provided for? Yes, that is provided for. Arlette Londes keeps track of such payments and they are included in the annual Canada Revenue Agency return

-There is no such thing as a two signature e-transfer; not a lot of people use cheques anymore

-A. Londes: the bank does not accept any signature for e-transfer

-S. Boujikian: two the board members should authorize payments made by the Society

-M. Trumpour: there is a corporate credit card that can be used but there are not two signatures; our auditors are on top of this and help with those decisions. We don't have dual signatures for e-transfers, but if there was any issue with it, it would be brought up by the Canada Revenue Agency and the auditors would note it

-B. Leventhal noted: there is a computer program where you can sign a document on the computer – “Docu sign” program

-M. Trumpour: Docu sign has helped the board sign documents online but it is not used on a day to day basis, but for cheque signing the SSEA still has two signatures

-the signatures required are more related to legal documents. For example, in that case, one of them will be the secretary signing, but for cheques that is not the case.

-M. Trumpour: there was formerly a large section on Chapters. On the advice of the lawyers and with the agreement of the Bylaw Committee, they are not needed in the Bylaws but will be part of the Policies and Procedures instead

L. O'Connor made a number of suggestions (tweaks) to the Bylaw, which will be provided to the Board of Trustees via email. Some of them are included here. He said that you can't have an unexpired term exceeding one year if Trustees are elected for one year term.

-L. O'Connor -He noted section 2.5a talks about a “managing trustee”

M. Trumpour responded: we've never had a managing trustee, so it is not an issue

L. O'Connor noted a number of typo errors that will be corrected at a later date: He promised to send an email with more involved suggestions for the Bylaw.

In section 7.1 he suggests the word Bylaws instead of Bylaw

-In section 8.4, he suggests that we may want a lawyer there to ensure the wording of the Bylaw is right

-in section 9.7 add an s to the word Bylaw so that it's plural

-in section 10.1 – typo – need provided instead of provide

-After his suggestions, **M. Trumpour** noted that the legal view is that this is a Bylaw and the terminology has seemed to shift so that it is considered a Bylaw singular, but it is a good point.

-**M. Trumpour speaking:** the Board will make the typo changes as L. O'Connor has suggested. He will forward the more detailed ones in writing.

6. Voting on Revised Bylaw

Vote to pass the amended Bylaw:

For – 13 in person; 12 online; 19 Proxies

Against – 0

Abstain – 0

The Bylaw is carried unanimously

L. Green asked: She approves of all of these changes, but are we going to move into the 21st Century by not always referring to the male gender?

M. Trumpour responded: he was not aware of too many of those issues, and he asked L. Green to send in her suggestions

Lyn Green responded: we should use a pronoun such as their, theirs, or them

P. Robinson added: we should use singular “they”

M. Trumpour thanked both of them for that point and said that he needs to look at the Bylaw again for these types of suggestions

M. Trumpour added that the Bylaw are ratified

7. Adjournment

J. Li motioned to adjourn the meeting of members

L. O'Connor seconded the motion

All were in favour

M. Trumpour thanked everyone for attending, and the meeting ended at 12pm.