



**NIGERIAN CANADIAN ASSOCIATION IN  
OTTAWA**

**THE CONSTITUTION AND BY-LAWS OF  
THE NIGERIAN CANADIAN ASSOCIATION IN OTTAWA, CANADA**

December 4, 2005

**Preamble**

*We, the members of the Nigerian community in the National Capital Region of Canada, come together, in recognition of our common interests, to form this Association for the progress and the betterment of the members of our community, and in furtherance of good friendly relations between the peoples of Nigeria and Canada.*

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## **CONSTITUTION OF THE NIGERIAN CANADIAN ASSOCIATION IN OTTAWA**

### **ARTICLE I - NAME OF THE ASSOCIATION.**

The name of the Association shall be the Nigerian Canadian Association in Ottawa (NCAIO). This Association is a non-profit organization based in the National Capital Region.

### **ARTICLE II - INTERPRETATIONS.**

The following interpretations shall be a guide to references made in this Constitution and By-laws.

II (1) Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the statute or section as the case may be.

II (2) The Association shall mean the Nigerian Canadian Association in Ottawa.

II (3) The Board shall mean the Board of Directors.

II (4) The registered address of a member shall mean a postal or electronic mail address as it is recorded in a register kept by the Association.

II (5) The definitions contained in this Article and elsewhere shall become effective on the date the Constitution is approved.

II (6) A member is defined as one who has paid the current annual Association dues and who abides by the rules and regulations of the Association. (See Article X and Article XII).

II (7) The elected members of the Board of Directors shall constitute the Officers of the Association.

II (8) The geographical area covered for membership shall include Ottawa, Eastern Ontario and the Outaouais.

### **ARTICLE III - OBJECTS.**

III (1) The object of the Association shall be to bring together the Association members and Canadians through educational, social, cultural and economic activities, to promote the interests of its members, and to foster Nigeria/Canada understanding and co-operation, and shall include:

III (1) (1) Disseminating information among members;

III (1) (2) Participating in activities relating to exploring educational, social, cultural and economic collaboration, opportunities and promotions organized by Canada and other relevant Canadian organizations and authorities;

III (1) (3) Organizing meetings between its members and the relevant organizations and authorities of Canada on social, cultural and economic matters;

III (1) (4) Co-operating with local and national authorities to seek Members' feedback on laws, regulations and procedures relevant to enhance the attractiveness and effectiveness of Canadian collaborative undertakings;

III (1) (5) Publishing and distributing news bulletin in accordance with the Law on Publication of Canada.

III (1) (6) Promoting business ties between Nigeria and Canada for the mutual benefit of the members and their Canadian counterparts.

III (1) (7) Promoting educational, social, cultural and economic activities for its members;

III (1) (8) Organizing seminars and dialogues on relevant educational, social, cultural and economic topics of interests to members;

III (1) (9) Supporting appropriate charitable, educational, social, cultural and economic organizations engaged in promoting cultural understanding;

III (2) The object of the Association shall be to promote the welfare of its members and to promote Nigerian culture and traditions to the general Canadian community by:

III (2) (1) Promoting the integration of Nigerian newcomers to Canada.

III (2) (2) Acting as a liaison between members and official representatives of the governments of Nigeria and/or the governments of Canada.

#### **ARTICLE IV - SEAL**

The Association shall have a seal, which shall be affixed to the Association's documents and shall be entrusted to the President.

#### **ARTICLE V - STRUCTURE OF THE ASSOCIATION.**

V The Association shall comprise of the general membership, the Board of Directors, and the Advisory Council. The Board of Directors is the governing body that runs the Association's affairs.

V (1) Membership and Role of the Board of Directors.

V (1) (1) The Board of Directors shall consist of:

- President,
- Vice President,
- Secretary,
- Treasurer,
- Financial Secretary,
- Social Secretary,
- Public Relations Officer,
- Sports and Recreation Coordinator, and
- 3 ex-Officio members.

V (1)(2) The Board shall appoint between 5 and 7 persons to the Advisory Council within 60 days after the election of the Board. In appointing members to the Council, the Board shall be mindful of the diversity of the membership of the Association.

V (1) (3) The Board shall be responsible for enforcing this Constitution and any By-laws that may be enacted.

V (1) (4) The Board of Directors may prescribe such rules and regulations consistent with this Constitution or relating to the efficient management and operation of the Association. Such rules and regulations shall be subject to ratification by the general membership of the Association.

V (1) (5) The Board of Directors shall take any possible steps to enable the Association to receive donations and benefits for the purpose of furthering the objectives of the Association.

V (1) (6) The Board of Directors may establish any Ad Hoc committee it deems necessary to assist in the efficient and effective management and operation of the Association.

V (2) Membership and Role of the Advisory Council

V (2) (1) The Advisory Council shall provide advice to the Board on any matter or matters as determined by the Board.

V (2) (2) Members of the Advisory Council shall appoint a chairperson for the duration of their term.

V (2) (3) The Advisory Council may meet at a place it deems fit to conduct the business of the Association.

V (2) (4) The term of the Advisory Council shall expire at the end of the term of the Board that appointed it.

V (2) (5) A member of the Advisory Council may resign from the Council by delivering a letter of resignation to the President or Secretary.

V (2) (6) The Board reserves the right to remove any member of the Advisory Council who, in its opinion, is deemed not to be fulfilling his/her role.

V (3) The Standing Committees of the Association shall be:

- The Finance Committee
- The Social Committee
- The Sports and Recreation Committee

## **ARTICLE VI - MEMBERSHIP.**

VI (1) Categories of Membership: Membership in the NCAIO shall comprise of the following categories:

VI (1) (1) **Regular Members:** Nigerian citizens and their family members and persons who are of Nigerian parentage, aged 18 years and above, who reside in Canada and Canadian citizens and Permanent residents in Canada of any nationality who have or show interest in the objectives of the Association.

VI (1) (2) **Corporate Members:** Companies/corporations/organizations incorporated in or established under the laws of Canada (herein referred as "Canadian registered companies/societies/associations"), and which have a legal presence in Canada.

VI (1) (3) **Honorary Members:** Distinction in public affairs shall confer eligibility to honorary membership. A resolution shall be passed by the Board of Directors to confer honorary membership to anyone who does not belong to the Association but who supports the Association morally and financially. An honorary member shall have the same privileges as a regular member. The Board shall have the power to revoke honorary membership.

## VI (2) Application for Membership

VI (2) (1) Application for membership in accordance with Article VI (1) (1) and Article VI (1) (2) shall be made on the form prescribed for such purpose by the Board of Directors and shall be delivered to the Association or to any of the Board of Directors members;

VI (2) (2) The Board of Directors shall process all applications for membership and shall approve or reject applications.

VI (2) (3) Any candidate for membership whose application is rejected may make a written appeal to the General Assembly of the members of the Association. The decision of the General Assembly shall be final.

## **ARTICLE VII - MEMBERSHIP FEES.**

The Board of Directors shall from time to time review and set the membership fees.

## **ARTICLE VIII - COMMITMENT.**

This Association is committed to the well being of its members at all times. The limit of this commitment will depend, among other things, on the resources of the Association at the time.

## **ARTICLE IX - RIGHTS AND DUTIES OF MEMBERS**

IX (1) All members shall enjoy the following rights:

IX (1) (1) To use any facilities provided by the Association for the general use of its members;

IX (1) (2) To attend Annual General Meetings and Extraordinary General Meetings of the Association;

IX (1) (3) To attend functions and activities organized by the Association;

IX (1) (4) To receive assistance and advantages within the scope of the objectives of the Association;

IX (2) All members have a duty to:

IX (2) (1) Comply with this constitution and policies and rules of the Association, as amended from time to time;

IX (3) No member shall, by reason of membership of the Association, be liable for any debts or obligation of the Association in the absence of an express written promise to accept such liability.

## **ARTICLE X - MEMBERSHIP AND WITHDRAWAL.**

X (1) A member shall pay annual membership dues by the 31<sup>st</sup> day of May, which allows a two-month grace period from the end of the Association's fiscal year (March 31).

- X (2) A person shall cease to be a member of this Association by delivering a letter of resignation to the secretary of the Association.
- X (3) A person shall cease to be a member of the Association on being expelled.
- X (4) Membership will be terminated if a member:
- X (4) (1) is deceased;
- X (4) (2) resigns;
- X (4) (3) ceases to qualify for membership under his/her category of membership;
- X (4) (4) is in arrears of payment of any fees as outlined in Article VII and Article X (1), or of any other additional contributions and charges required to be paid to the Association; or
- X (4) (5) is declared by a court of competent jurisdiction to be legally or mentally incompetent.
- X (5) Any member who moves to another region outside the geographical area outlined in Article II (8) during the fiscal year shall continue to retain his/her membership privileges until the end of that fiscal year.
- X (6) Each Member shall on termination of his/her membership of the Association for whatever reason, forfeit all rights to any claims upon the Association, their property and funds.

## **ARTICLE XI – DISCIPLINE AND EXPULSION**

- XI (1) Any member of the Association may be expelled at any scheduled meeting thereof by the Board of Directors for any conduct unbecoming, or any conduct prejudicial to the Association.
- XI (2) No member shall represent the Association without permission from the Board of Directors, and no member shall give speeches on behalf of the Association without the approval from the Board of Directors. Violators may be suspended for 3 months or expelled.
- XI (3) The Board of Directors may, by notice in writing, have the right at any time to expel any member if, in the opinion of the Board of Directors:
- XI (3) (1) such member has breached the Constitution and By-Laws of the Association;
- XI (3) (2) such member has conducted himself/herself in an unbecoming manner; or
- XI (3) (3) allowing such member to remain as a member would bring discredit to the Association.
- XI (4) Any member expelled by the Board may appeal to the General Assembly against such decision within 30 days of receiving such notice. The General Assembly shall consider such appeal at its next meeting or as soon as possible and its decision shall be final and binding on the member.

XI (5) A member may be expelled by a special resolution of the members passed at a general meeting.

XI (6) A notice of such a special resolution shall be sent by registered mail to the member, 14 days prior to the general meeting.

XI (7) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the expulsion or proposed expulsion.

XI (8) The person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to vote.

## **ARTICLE XII - GENERAL**

Every member of this Association shall uphold this Constitution and By-laws and comply with them.

## ***BY-LAWS OF THE NIGERIAN CANADIAN ASSOCIATION IN OTTAWA***

### **ARTICLE 1 - CODE OF CONDUCT.**

1.01 A member shall be courteous, civil and shall act in good faith, with all persons with whom he or she has dealings in the course of a meeting or any activities of the Association.

1.02 There shall be no formal political debates during a meeting except under a special agenda.

1.03 Violators of Article 1.01 and 1.02 may be subject to sanctions. The nature and duration of the sanction (e.g. discipline, suspension or expulsion) shall be determined by the Board and subject to the requirements of Article XI of the Constitution.

### **ARTICLE 2 - BOARD OF DIRECTORS.**

2.1 Each member of the Board shall be nominated by a member and elected by the general membership.

2.2 Each member of the Board of Directors shall have one vote, and a simple majority shall constitute a quorum in Board meetings.

2.3 The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

2.4 The Board of Directors shall hold office for a three-year term. A member of the Board may be re-elected for a second three-year term. Thereafter, he/she shall not be eligible for election until three years have elapsed.

2.5 Notwithstanding Article 7.13, a Board member who is absent for three consecutive meetings without good cause, or who is deemed not to be carrying out his or her duties satisfactorily, may be impeached and removed from office.

2.6 The Board may disburse a maximum of 100 dollars at a given time as petty cash for operating expenses.

### **ARTICLE 3 - PROCEEDINGS OF THE BOARD OF DIRECTORS.**

3.1 The Board of Directors may meet at a place it thinks fit for the purpose of conducting the business of the Association.

3.2 The Board may delegate some powers to special committees appointed for specific purposes.

3.3 Such committees shall conform to the terms of reference given by the Board of Directors, and shall present written reports in accordance with the terms of reference to the Board.

3.4 Special committees shall appoint a Chairperson for their meetings. In the absence of the Chairperson, those members of the committee in attendance shall choose one member to chair the meeting.

## **ARTICLE 4 - DUTIES OF THE MEMBERS OF THE BOARD.**

4.1 **THE PRESIDENT:** The President shall be the Chief Executive Officer of the Association.

4.1.1 The President shall supervise the activities of the Association and shall call general or special meetings.

4.1.2 With the exception of Standing and Ad-Hoc Committees or Advisory Council meetings, the President shall preside over meetings of the Board of Directors, annual general, and other general or special meetings.

4.1.3 The President shall see that all decisions of the Board of Directors are carried out effectively.

4.1.4 The President shall have custody of the common seal of the Association.

4.1.5 The President shall be a co-signatory of the Association's financial documents such as cheques and securities.

4.2 **THE VICE PRESIDENT:** The Vice-President shall carry out the duties of the President whenever the President is absent, or is otherwise unable to perform his or her duties.

4.2.1 The Vice-President shall perform any other duties delegated by the President.

4.2.1 The Vice President shall be one of the co-signatories of the Association's cheques.

4.2.3 If both the President and Vice-President are absent or disabled for a brief period, the performance of their powers and duties shall be delegated to another member of the Board of Directors.

4.3 **THE SECRETARY:** The Secretary shall handle all the administrative matters of the Association.

4.3.1 The Secretary shall issue notice of meetings and shall write and disseminate the agenda and minutes of meetings.

4.3.2 The Secretary shall have custody of the Association's postal box, as well as the records and documents of the Association excluding the financial records.

4.3.3 The Secretary shall maintain a register of the members of the Association.

4.4 **THE TREASURER:** The Treasurer shall keep the Association's funds and securities and shall maintain full and accurate accounts of all transactions and receipts.

4.4.1 The Treasurer shall deposit all monies and other securities in the name and to the credit of the Association at such depositories as may be designated by the Board of Directors.

4.4.2 The Treasurer shall disburse the funds of the Association as approved by the Board of Directors, taking proper vouchers for such disbursement, and shall render accounts to the Board, the President or the general membership whenever required.

4.4.3 The Treasurer shall be designated as one of the signing Officers of the Association in any financial transaction.

4.4.4 The Treasurer shall be the co-signatory of all cheques, along with the President or Vice President. Subject to Article 4.4.6, no cheques shall be issued without the signature of the

Treasurer and President (or Vice President) as specified in the Constitution and By-Laws of the Association.

4.4.5 The Treasurer shall be the Chair of the Finance Committee and shall be a member of any Committee where he or she is required for the effective functioning of that committee (e.g. the Sports and Recreation Committee).

4.4.6 No co-signatory of a cheque shall co-sign a cheque made payable to him or her.

4.5 **FINANCIAL SECRETARY:** The Financial Secretary is responsible for maintaining a thorough financial record of all monies received and/or disbursed by the Association, which includes but is not limited to the reconciliation of all Association accounts.

4.5.1 The Financial Secretary is responsible for the internal auditing of the Association's financial records and, along with the Treasurer, keeping a record of all financial activities of the Association.

4.5.2 The Financial Secretary shall issue receipts for all payments, mail receipts to members, prepare the Association's income tax returns, and prepare the Association's financial reports for the Board of Directors, and general meetings.

4.5.3 The Financial Secretary shall be a member of the Finance Committee and of any Committee where he or she is required for the effective functioning of that committee (e.g. the Social Committee).

4.6 **SOCIAL SECRETARY:** The Social Secretary is responsible for the design and implementation of all social and cultural activities of the Association.

4.6.1 The Social Secretary shall chair the Social Committee and shall present written reports of any organized events at the next Board of Directors and general meetings after each event.

4.6.2 The Social Secretary shall act as a liaison between the Association and other organizations on social matters.

4.6.3 The Social Secretary shall be a member of any Committee where he or she is required for the effective functioning of that committee (e.g. the Sports & Recreation Committee).

4.7 **PUBLIC RELATIONS OFFICER:** The Public Relations Officer is responsible for designing and implementing an effective public relations strategy to enhance the image of the Association.

4.7.1 The Public Relations Officer is responsible for managing the Association's relationship with the mass media in consultation with the Board of Directors.

4.7.2 The Public Relations Officer is responsible for communication of the Association's activities, and shall also be the custodian of the Association's banner.

4.7.3 The Public Relations Officer shall be responsible for managing all tools required to meet his/her responsibilities, and such tools shall include but shall not be limited to the maintenance of the Association's official web site, discussion list, and production and distribution of newsletter and other communications instruments.

4.7.4 The Public Relations Officer shall be a member of any Committee where he or she is required for the effective functioning of that committee (e.g. the Social Committee and the Sports and Recreation Committee).

4.8 **SPORTS AND RECREATION COORDINATOR:** The Sports and Recreation Coordinator shall be responsible for the design and implementation of all sports and recreational activities of the Association.

4.8.1 The Sports and Recreation Coordinator shall be the Chair of the Sports & Recreation Committee. He/she shall also be a member of the Social Committee.

4.8.2 The Sports and Recreation Coordinator shall be the liaison between the Association and other organizations on sports and recreational matters.

4.8.2 The Sports and Recreation Coordinator shall be the coordinator of youth events and shall also be a liaison between the Association and students in post-secondary institutions.

4.8.3 The Sports and Recreation Coordinator shall be a member of any Committee where he or she is required for the effective functioning of that committee (e.g. the Social Committee).

4.9 **EX-OFFICIO MEMBERS:** The Ex-Officio members shall carry out such duties as are delegated to them by the President.

4.9.1 The Ex-Officio members shall be responsible for recruiting new members.

4.9.2 The Ex-Officio members shall be members of any of the standing committees or chairs of any Ad Hoc committee.

## **ARTICLE 5 - RESIGNATION AND REMOVAL FROM OFFICE.**

5.1 Any officer of the Association may resign from the office by handing a letter of resignation to the Secretary or the President of the Association.

5.2 The Secretary or the President shall, on the receipt of a letter of resignation, notify the Board of Directors, and if it so approves, a meeting shall be convened to elect or appoint a new member to fill the vacant post.

5.3 A member of the Board who is absent from five consecutive meetings without a reasonable explanation delivered to the Board of Directors shall be considered to have withdrawn as an officer of the Association and the post shall be declared vacant.

5.4 Where a member has been removed from office, an election shall be called to fill the post.

5.5 Any officer who has withdrawn from an office in accordance with Article 5.3, or an officer who has been removed from office in accordance with Article 7.12 shall be informed of the decision in writing by the Board within two weeks of the removal.

5.6 Notwithstanding Article 5.4, the Board shall have the discretion to appoint another member to fill a vacant position, for the remaining part of the term for that position.

## **ARTICLE 6 – NOTICE OF MEETINGS.**

6.1 Notice for meetings or special resolution shall be given to a member, either personally, or by postal or electronic mail to his or her registered address at least 14 days prior to the event.

6.2 A notice sent by postal or electronic mail shall be deemed to have been given to the member.

6.3 Where the presence of a member who is the object of a special resolution is required, notice for a meeting to deal with the special resolution shall be given to the member by registered mail to his or her registered address at least 14 days prior to the event.

6.4 A notice sent by registered mail to a member in Article 6.3 shall be deemed to have been given to the member.

## **ARTICLE 7 - GENERAL MEETINGS.**

7.1 The quorum for decisions of the Association's business at a general or special meeting shall be 10 members or one-fifth of the general membership; whichever is the lesser of the two.

7.2 If at the time during a general meeting there ceases to be a quorum, the decision then in progress shall be suspended until a quorum is re-established. In certain circumstances, the meeting may be adjourned or else terminated.

7.3 If within 30 minutes from the time scheduled for the general meeting a quorum is not formed, the meeting may be adjourned.

7.4 Any special resolution must be debated before approval by the majority at that meeting, and voting shall be done by a show of hands, or by secret ballot, depending on the circumstances.

7.5 In case of equality of votes, the President may cast a second vote. If the President is not present at the general meeting, the Vice President shall cast the deciding vote.

7.6 The general meeting of the Association shall be held at a time and place determined by the Board.

7.7 The Board of Directors may convene an emergency general meeting as the need arises.

7.8 Notice of a general meeting shall specify the place, day and hour of the meeting, and in case of special transaction, the general nature of that transaction.

7.9 In special circumstances, efforts should be made to ensure that individuals concerned are provided with adequate notice. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by a member entitled to receive the notice, does not invalidate proceedings at that meeting.

7.10 The annual general meeting of the Association shall be held within two months after the end of the fiscal year.

7.11 There shall be a minimum of three general meetings in a fiscal year.

7.12 If at a general meeting the President or the Vice-President or a Board member is absent 30 minutes after the scheduled start of the meeting, or if the President and all other Board members are unwilling to act as the meeting Chairperson, the members present shall choose one person to chair the meeting. However, a vote of no confidence may be moved against the erring officials.

7.13 Each member of the Board shall be required to be present at all meetings of the Association. Where a member has a good reason for not attending a meeting, the President, the Vice President, or the Secretary shall be informed in a reasonable time of the inability to attend the meeting.

**ARTICLE 8 - VOTING RIGHTS.**

- 8.1 The qualifying age for voting and running for office shall be 18 years.
- 8.2 Only members can vote during a general or special meeting and each member is entitled to one vote.
- 8.3 Voting at election of officers shall be done by secret ballot.
- 8.4 Only those who have been members of the Association for the 3 months prior to the notice of an election shall be eligible to vote at the election of officers.
- 8.5 To be eligible for election to the Board, a candidate shall have been a member of the Association for the 6 months immediately prior to the notice of the election.
- 8.6 Voting by proxy is permitted.

**ARTICLE 9 - PROPERTY OF THE ASSOCIATION**

In case of death, resignation, retirement or removal from office of any Officer, all books, papers, vouchers, money and other property of whatever kind in the person's possession shall be delivered to the Board of Directors, within seven days of the event occurring.

**ARTICLE 10 - BOOKS AND RECORDS.**

- 10.1 The Signing Officers for all monetary transactions shall be the President, Vice-President and Treasurer of the Association.
- 10.2 The books and records of the Association shall be opened for inspection by the members at all reasonable times upon reasonable notice being given to the Board of Directors.

**ARTICLE 11 - EXECUTION OF DOCUMENTS**

- 11.1 The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.
- 11.2 Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers in Article 10.1 and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.
- 11.3 The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.
- 11.4 The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid in Article 11.1 or by any officer or officers appointed by resolution of the board of directors.

## **ARTICLE 12 - AUDITORS**

12.1 The members shall, at each Annual General Meeting (AGM), appoint two external auditors to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting.

12.2 The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor.

12.3 The remuneration of the auditor shall be fixed by the board of directors.

## **ARTICLE 13 – BORROWING**

13.1 In accordance with the *Canada Corporations Act*, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the corporation may from time to time:

13.1.1 Borrow money upon the credit of the association and issue any security for such debt;

13.1.2 Limit or increase the amount to be borrowed;

13.2 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

13.3 Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

## **ARTICLE 14 - INDEMNITIES.**

14.1 Indemnities to all members of the Board of Directors and to any member or employee of the Association or other persons who have undertaken or are about to undertake any liability on behalf of the Association and their heirs, executors, administrators and estate respectively, shall at all times be honored by the Association.

14.2 All expenses incurred on behalf of the Association that are duly authorized shall be indemnified.

## **ARTICLE 15 - RESOLUTIONS AND AMENDMENTS.**

15.1 A notice to amend any sections of the Constitution or introduce a new one shall be given in writing to the entire members of the Association.

15.2 A Special Resolution shall be binding if passed by members who form a quorum in a general meeting of which notice specifying the intention to propose a resolution has been duly given.

15.3 The provision of this Constitution may be revoked, added to or amended by a resolution passed by two-thirds or more of the members present and entitled to vote at any General meeting for which notice has been duly given specifying the intention to propose such revocation, addition or alteration, together with full particulars thereof.

15.4 The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **ARTICLE 16 - DISSOLUTION**

16.1 If a resolution is passed by a two-third membership, or more of members entitled to vote at a General Meeting to dissolve the Association, the Board of Directors shall take immediate steps to convert into money all the property of the Association.

16.2 The proceeds of such conversion shall be applied first in meeting all liabilities of the Association and any balance remaining shall be decided and disposed of by the Board of Directors to any charitable/welfare organization.

#### **ARTICLE 17 - WINDING UP**

17.1 The income and property of the Association whenever and however derived shall be applied solely towards the promotion of the objectives of the Association. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profits or otherwise.

17.2 It is specially provided that in the event of dissolution or winding-up of the Association all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the *Income Tax Act* (or, "registered charitable organizations in Canada").