



# **By-Laws of the Canadian Caribbean Association of Waterloo Region**

*June 2018*



## **1. Article 1 - Name, Head Office and Fiscal Year**

- 1.1.** The name of the organization shall be the Caribbean Canadian Association of Waterloo Region, hereafter called the CCAWR.
- 1.2.** The Head Office shall be located in the Region of Waterloo, in the province of Ontario, and the place therein where the affairs of the Association are from time to time carried on.
- 1.3.** The fiscal year of the Association shall be from January 1 to December 31.

## **2. Article 2 - Definitions**

- 2.1.** “CCAWR” means The Caribbean Canadian Association of Waterloo Region
- 2.2.** “Association” means The Caribbean Canadian Association of Waterloo Region.
- 2.3.** “Organization” means The Caribbean Canadian Association of Waterloo Region.
- 2.4.** “By-Law” means these regulations, also called the Constitution, and any other By-Law of the CCAWR from time to time in force.
- 2.5.** “Board” means the Board of Directors of the CCAWR
- 2.6.** “Officer” means the President, Vice-President, Secretary and Treasurer, each of whom shall be a Director and who shall be elected by the Voting Members pursuant to this By-law and such other officers as may be appointed by the Board to fulfil those functions set out in this By-law or as are prescribed by the Board;
- 2.7.** “Director” means each and every member of the Board, including Officers.
- 2.8.** “Member” means any member of the CCAWR duly admitted to membership under the terms of Article 4 of these By-Laws.
- 2.9.** “Members” mean the collective membership of the Association.



**2.10.** “Act” means the Not-for-Profit Corporation Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.

### **3. Article 3 - Objectives**

- 3.1.** To celebrate, promote and support the positive values and traditions of our diverse heritage, and to improve the quality of life of constituents, as well as that of others who subscribe to our goals.
- 3.2.** To provide social, cultural and educational programs, including the awarding of scholarships, that meet the needs of the membership and the community.
- 3.3.** To offer a wide range of culturally sensitive services which support the diverse needs of our constituents.
- 3.4.** To advocate on behalf of the diverse communities on various economic, social, political, educational and other relevant issues.
- 3.5.** To foster cultural integration and to help to develop a society in Canada built on the principle of racial justice.
- 3.6.** To collaborate with agencies and organizations that share similar values and goals.
- 3.7.** To participate in disaster relief efforts, through monetary or in-kind contributions and to provide social assistance to members of the communities served.
- 3.8.** To acquire and hold real and personal property by purchase, bequest, lease or otherwise for the purposes of the Association.
- 3.9.** To invest the funds of the Association in any securities in which, under the Ontario Trustee Act, the Board may invest funds, at its discretion.



#### **4. Article 4 - Membership**

- 4.1.** Membership in the Association shall consist of and be limited to persons of Caribbean descent, their families and any other individual who shares the aims and objectives of the Association, who are from time to time, accepted as members in the manner hereafter prescribed.
- 4.2.** Application for membership shall be in writing and shall be subsequently approved by the Board of Directors.
- 4.3.** The Board of Directors may give its approval to the application of any person qualified for membership in the Association, and a person whose application has been approved shall not become a member until the membership fee has been paid.
- 4.4.** A member in good standing is an individual whose status is indicated as “active” on the membership roll.
- 4.5.** A member in good standing may hold any position on the Board of Directors.
- 4.6.** Only active members eighteen years of age and over shall be elected to office or vote at meetings. However, the Board of Directors may at its discretion extend voting privileges to a maximum of two duly elected representatives of the youth of the Association, even though they may be less than eighteen.
- 4.7.** Youth who are accepted on the basis of the application of their parent(s) and/or guardian(s) shall apply for individual membership on attaining the age of eighteen.

#### **5. Article 5 - Dues**

- 5.1.** Annual membership fees shall be recommended by the Board of Directors, subject to subsequent ratification at the next General or Special Meeting of the Association.
- 5.2.** Annual membership fees are due and payable at the beginning of the fiscal year. Delinquent members shall be given written notification before the deletion of their names from the active list.



- 5.3.** At each Annual General Meeting or Special Meeting, eligible voters shall be paid up Members.

## **6. Article 6 - Board of Directors**

- 6.1.** The affairs of the Association shall be managed by the Board of Directors of no less than three (3) and no more than fifteen (15) directors, who, in addition to all the powers and authority which are by this By-Law expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by Directors under the Act. Until otherwise changed in accordance with the Act, there shall be fifteen (15) directors.

### **6.2. Qualifications**

- 6.2.1.** A director shall be at least 18 years of age and be a resident of Waterloo Region.

- 6.2.2.** A director shall not be an undischarged bankrupt.

- 6.2.3.** No employee of the Association shall be eligible to be a director.

- 6.2.4.** Only members in good standing shall be eligible to hold office. Refer to Article 4.4.

### **6.3. Composition:**

- 6.3.1.** The Board of Directors shall be comprised of the following

- 6.3.1.1.** President

- 6.3.1.2.** Vice-President

- 6.3.1.3.** Secretary

- 6.3.1.4.** Treasurer

- 6.3.1.5.** Directors at Large (11 maximum)

- 6.3.1.6.** Immediate Past President (non-voting, ex-officio member)



**6.3.2.** Signing Officers: The Signing Officers of the Association shall be the:

**6.3.2.1.** President (Bank Accounts, Other Documents)

**6.3.2.2.** Treasurer (Bank Accounts, Other Documents)

**6.3.2.3.** Secretary (Bank Accounts, Other Documents)

**6.3.2.4.** Any other Board member appointed by the Board. (Bank Accounts only).

However, no two members of the same household shall have signing authority at the same time.

**6.4. Bonding of Officers:** All officers having to do with the finances or securities of the Association shall be bondable.

**6.5. Nominations**

**6.5.1.** Annually, on or before December 31, the Board of Directors shall appoint a Nomination Committee consisting of three members of the Association, the majority of whom shall not be directors. No member of the Nomination Committee shall be a candidate for an elective office. The Nomination Committee shall select a slate of Officers and Directors as the Committee's nominees for election at the Annual General Meeting.

**6.5.2.** No less than 30 days prior to each Annual General Meeting of the Members, the Nomination Committee shall compile a list of qualified nominees for the elected positions available on the Board, having regard to the provisions of this By-law and the Terms of Reference of the Nomination Committee. The list of such nominees shall be submitted to the Members, together with the notice of the Annual General Meeting. Any other member having the required qualifications may seek election as a director.



## **6.6. Elections**

- 6.6.1.** Directors shall be elected and retire in rotation. To maintain continuity and to prevent wholesale changes in the Board membership, Directors will be appointed for a combination of one-year and two-year terms at the Annual General Meeting. The terms of the eligible Director positions will be determined by the Board of Directors at least 60 days prior to the Annual General Meeting.
- 6.6.2.** The election of Directors shall be made by Voting Members who attend in person at a properly constituted meeting of the Members at which directors are to be elected. The Election shall be by ballot or by a show of hands.
- 6.6.3.** Ex-officio Member: The Immediate Past President of the Association shall automatically become an ex-officio, non-voting member of the Board for a period of one two-year term.

## **6.7. Vacation of Office**

- 6.7.1.** The office of Director shall be vacated if such Director:
- 6.7.1.1.** Resigns his/her office by notice in writing to the Association.
  - 6.7.1.2.** Misses three consecutive meetings of the Board without informing the Secretary or President with an acceptable reason, unless the Board directs otherwise.
  - 6.7.1.3.** Fails to continue to hold the qualifications set out in Article 6.2.
  - 6.7.1.4.** Is removed from office pursuant to Article 6.8 and 6.9.
- 6.7.2.** So long as a quorum remains, the Board may appoint any qualified person to fill a vacancy on the Board, howsoever caused. Any Director so appointed



shall hold office for the term allocated to the vacant position or for the unexpired term of the person who ceased to be a Director.

**6.8. Removal from Office:** The Board of Directors, by majority vote, shall have the right to recommend to the membership the removal of a Board Member from their position for any of the following reasons:

**6.8.1.** Not adhering to the Codes of Conduct or Conflict of Interest policies.

**6.8.2.** Absences, without acceptable reason, from three (3) consecutive Board meetings.

**6.8.3.** Failure to perform the duties of his/her office as outlined in the Board's policy manual.

**6.8.4.** Conduct deemed to be unbecoming to the aims and objectives of the CCAWR.

**6.8.5.** Is found to be mentally incompetent or of an unsound mind.

**6.8.6.** Being declared an undischarged bankrupt or being convicted of a crime.

**6.9.** A Director may be removed from office by resolution of the members passed in the manner prescribed by the Act and such person will not be eligible to be re-elected as a Director for three years following his removal.

**6.10. Code of Conduct**

**6.10.1.** Conflict of Interest: Persons who accept a position on the Board of Directors must sign off on the Conflict of Interest Policy and a copy of said document will be maintained by the Secretary. Persons who accept a position on the Board of Directors have a fiduciary or trusteeship obligation to act honestly, in good faith, loyally, and in the best interest of the Association. The Association's interest must be placed ahead of that of a Director, and a Director must disclose any and all information that may create a conflict of interest. A Director's obligations require that he/she shall





not profit from any project or activity of the CCAWR, except under the following conditions:

**6.10.1.1.** The Board decides, after competitive tenders have been sought, that it is in the interest of the Association, on the grounds of quality or special advantage, to award a contract to, or to purchase goods and/or services from a Director.

**6.10.1.2.** The Director involved takes no part in deciding the awarding of the contract or the purchasing of goods and services.

**6.10.2.** The Association is expected by its members, volunteers, staff, clients, funders and the community it serves, to provide an environment that demonstrates respect for others; adherence to the democratic processes and outcomes; and respect for confidentiality in all matters that are deemed by the Board to be of a confidential nature.

**6.10.3.** Members of the Board of Directors will exercise sound judgment conducting themselves when interacting with staff, volunteers, clients, or fellow Board members so as to promote the utmost professionalism.

**6.10.4.** To ensure Board transparency and accountability, Board Members are required to adhere to all Policies, Protocols, and Procedures of the Association.

**6.10.5.** All Board Members are expected to adhere to decisions and positions taken by the Board, regardless of their individual views.

**6.11. Administration of the Association's Affairs:** The Board of Directors of the Association shall administer the affairs of the Association in all things and make, or cause to be made, any contract which the Association may lawfully enter into and generally may exercise all such power and such acts as are in keeping with the Association's objectives.



**6.12. Administration of the Association's Assets:** Without in any way detracting from the foregoing, and with prior approval of the membership, the Board of Directors may transfer, sell, exchange, or otherwise dispose of, lands, buildings, and/or other property or any right of interest owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable. Further, the Board shall invest the funds of the Association not immediately required for the purposes of the Association in such securities as trustees are by law allowed to invest in trust funds; and acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest, devise or otherwise any kind of real or personal property; and enter into and carry out agreements, contracts, arrangements and undertakings incidental thereto.

**6.13. Recordkeeping:** The Board of Directors shall see that all necessary books and records of the Association, required by these by-laws or by any applicable statute or law, are regularly and properly kept and made available to officers, committee chairpersons, and other individuals to whom such books and records are relevant.

## **7. Article 7 - Meetings of Directors**

**7.1.** Five (5) members of the Board shall constitute a quorum for any meeting of the Board.

**7.2.** A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities and powers vested in or exercisable by the Board.

**7.3.** Questions arising at any meeting of the Board shall be decided by a simple majority of votes. In the case of an equality of votes, the question is defeated. A Director disagreeing with the majority at a meeting may have their dissent recorded, with the reasons therefor.



- 7.4.** Meetings of the Board may be summoned by the Chair or at the written request of any three (3) Directors. A meeting of the Board may be called on 48 hours notice, given verbally or in writing by means of telephone, facsimile, e-mail or any other means of communication.
- 7.5.** A resolution signed by all Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted. An electronic approval will be considered equivalent to a signed approval.
- 7.6.** Voting Members may request the opportunity to attend Board Meetings to address a particular matter relating to the Association, so long as the Voting Member has given written notice, no less than seven (7) days' in advance of the Board Meeting, to the President of the Association, setting out in detail the matter to be addressed. The President of the Association shall send, or cause to be sent, to the Voting Member who has requested an opportunity to attend a Board Meeting, written confirmation of the date, time and location of the Board Meeting that the Voting Member may attend. The Board reserves the right to limit the time for such addresses by a Voting Member.

## **8. Article 8 - Duties of Directors**

- 8.1. President:** The responsibilities of the President shall be as follows:
- 8.1.1.** Be chairperson of the Board and all membership meetings and set the agenda.
  - 8.1.2.** Be spokesperson for the Association, with the approval of the Board, in all matters affecting the Association. The president has the authority to delegate this responsibility to an individual approved by the Board.
  - 8.1.3.** At the request of thirty (30) members in good standing, or in consultation with the Board, call Special Meetings of the Association.



**8.1.4.** Work in co-operation with the Board, Members of the Association, and Staff for the proper functioning of the Association, and assume responsibility.

**8.1.5.** In conjunction with the Board, appoint Ad Hoc Committees necessary for the general administration of the Association, ensuring that the general membership is represented on such committees.

**8.1.6.** Provide a written Board report at each Membership Meeting.

**8.1.7.** No later than two (2) months prior to the end of the current fiscal year, submit to the Board for approval, the organization's work plan and Budget - which should be aligned with the organization's strategic plan.

**8.1.8.** Be an ex-officio member of all committees established by the Board.

**8.2. Vice-President:** The Vice-President Shall:

**8.2.1.** Assist the President in performing the duties of the office and assume responsibility in any absence or inability to serve for any reason.

**8.2.2.** Liaise with and provide direction to committees in developing and presenting cultural and educational forums and events showcasing the unique talents of our diverse communities.

**8.2.3.** Co-ordinate and/ or carry out special projects assigned from time to time by the Board of Directors.

**8.2.4.** Prepare and submit a report to the members at each quarterly and annual general meeting.

**8.2.5.** Work with all standing committees to ensure that their annual work plan and budget are aligned with the organization's strategic plan and are presented to for inclusion in the overall organization's budget - no later than two months (2) prior to the end of the current fiscal year.



**8.3. Secretary:** The Secretary Shall :

- 8.3.1.** Be in complete charge of the Association's books, records, and documents, subject to the direction and approval of the Board of Directors.
- 8.3.2.** Be responsible for handling, sorting, and responding to all correspondence ensuring necessary distributions of such correspondence to Board Members.
- 8.3.3.** Be responsible for notifying members of meetings, as well as for recording and preparing minutes of all membership and Board meetings.
- 8.3.4.** Be responsible for preparing a yearly calendar of the Association's activities, to facilitate effective co-ordination.
- 8.3.5.** Attend the Board and Members Meetings of the Association.
- 8.3.6.** Submit to the Board for approval an annual work plan and budget, three months (3) prior to the end of the current fiscal year.
- 8.3.7.** Prepare any written correspondence on behalf of the Association.

**8.4. Treasurer:** The Treasurer Shall:

- 8.4.1.** Be custodian of the Association's funds.
- 8.4.2.** Ensure the Board's financial policies are being followed and report any discrepancies to the Board.
- 8.4.3.** Monitor and report on performance against the budget.
- 8.4.4.** Ensure the issuance of receipts for all funds received; deposit all funds received into the Association's Bank accounts no later than five (5) business days following receipt.
- 8.4.5.** Keep complete and accurate accounts of the receipts and disbursements of all funds.
- 8.4.6.** Ensure the proper management of funds at the Association's functions.
- 8.4.7.** Be one of the designated Signing Officers, for cheques drawn on the Association's bank accounts.



**8.4.8.** Present financial reports to meetings of the Board of Directors-and Annual General Meetings.

**8.4.9.** Submit to the Board for approval, by December 31 of each year, the Organization's Annual Budget for the next fiscal year.

**8.4.10.** Submit the books of accounts for auditing at the close of the fiscal year and provide to the Auditor, if there is one, such financial information as requested.

**8.4.11.** Ensure the audited financial statements are presented to the Board of Directors and membership meeting on an annual basis.

**8.4.12.** Call the motion at the Annual General Meeting for the appointment of the Auditor.

**8.4.13.** Act as financial resource to other committees.

**8.5. Directors-at-Large:** Directors at Large Shall:

**8.5.1.** Assist the Board with specific duties as assigned; inform Board members of the general feelings and sentiments of the membership; operate as a link between the president and the Members.

**8.5.2.** Co-ordinate and/or carry out special projects assigned by the President and /or the Board of Directors.

**8.5.3.** Chair any Standing or Special Committees, as appointed by the Board, and submit written reports as required.

**9. Article 9 - Committees and Their Duties**

**9.1.** The Board shall have authority to, from time to time and at its own discretion, appoint Standing or Special Committees in furtherance of its goals, objectives and strategic direction.



- 9.2. Subject to the Act, the functions and terms of reference of such Committees shall be as determined by the Board from time to time, in keeping with the strategic priorities of the Association.
- 9.3. All Standing Committees shall be chaired by a Director, and their first priority shall be to carry out the duties and responsibilities as outlined in that Committee's Terms of Reference and Annual Work Plan. Functions/events outside the scope of their Terms of Reference or work plan must be presented to the Board for approval. Such presentation shall demonstrate how that event/function will meet the specific objectives as outlined in the Committee's work plan and meet the organization's goals and objectives.
- 9.4. All Standing Committee Chairs shall participate in the Association's Succession Plan by identifying members of their committees to train for future leadership in the Association.

## **10. Article 10 - Quorums, Voting Privileges, Nominations and Meetings**

- 10.1. **Quorums:** The quorums for meetings of the Association shall be as follows:
  - 10.1.1. For a general meeting, 10 members in good standing.
  - 10.1.2. For a meeting of the Board of Directors, 5 members.
- 10.2. **Voting Privileges:** Voting Privileges may be exercised by Regular Members in good standing. Voting shall be as follows:
  - 10.2.1. For election of Board members, by show of hands, unless there is passage of a motion to the contrary.
  - 10.2.2. For all other matters, by show of hands.
- 10.3. For the purpose of the Annual General Meeting a member in good standing shall be a person whose membership fee is up to date.



- 10.4. Nominations:** For the purpose of the Annual General Meeting, a Nomination Committee of three members, the majority of which shall not be Board Members, shall be appointed no later than December 31, to execute the functions outlined in Article 6.5.1.
- 10.5. Meetings:** An Annual General Meeting shall be held no later than fifteen (15) months following the previous AGM, at such time and place as determined by a resolution of the Board. Notice of Annual General Meeting shall be sent electronically or by mail to members in good standing at least seven (7) days prior to the date of the meeting There shall be an Annual General Meeting for the following purposes:
- 10.5.1.** To elect officers and directors for the ensuing term.
  - 10.5.2.** To receive reports of officers and committees though the Board Report of the President.
  - 10.5.3.** To receive the Auditor’s Report and/or any other financial reports.
  - 10.5.4.** To appoint an external auditor, if required, who shall hold office until the next Annual General Meeting after being appointed, or until his/her successor is appointed.
  - 10.5.5.** To conduct any other business of the Association.
- 10.6. Membership Meetings:** In addition to the AGM, other meetings may be called by the President, with the approval of the Board, whenever, in the judgement of the Board of Directors, there is a need for such meetings.
- 10.7.** When requested by a quorum of fifteen (15) members in good standing, the President or Vice President shall convene a Special Meeting within seven (7) days of being notified in writing.
- 10.8.** Meeting of the Board of Directors shall be held regularly, at minimum on a quarterly basis. The time and place shall be determined by the Board.





- 10.9.** Decisions at all meetings shall be by majority vote of those present.
- 10.10.** No error of omission in giving notice of any meeting, or any adjournment thereof, of Members of the Association shall invalidate such meeting or make void the proceedings of meeting. For the purpose of serving a notice of meeting, the address of any Member or Director shall be his/her last address recorded in the records of the Association.
- 10.11.** Any meeting of the Association or Board of Directors may be adjourned to any time and place, and business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **11. Article 11 - Funds**

- 11.1.** Listing of Funds:
- 11.1.1.** Operating Fund
  - 11.1.2.** Scholarship and Education Fund
  - 11.1.3.** Building Fund
- 11.2.** The Operating Fund shall:
- 11.2.1.** Be administered by the Board of Directors and managed by the Treasurer.
  - 11.2.2.** Be for the sole purpose of funding the operating and regular/recurring expenses of the Association.
  - 11.2.3.** Be maintained by the raising of funds through donations, fundraising activities, gifts, membership dues or grants.
- 11.3.** The Scholarship and Education Fund shall:
- 11.3.1.** Be administered by the Board of Directors or any committee appointed by them for such purpose and managed by the Treasurer.



**11.3.2.** Provide assistance to the children of Members and other constituencies served by the Association; such assistance may take the form of yearly scholarships.

**11.3.3.** Be maintained by the raising of funds through donations, fundraising activities, gifts or grants.

**11.4.** The Building Fund shall:

**11.4.1.** Be for the purpose of acquiring and maintaining tangible and intangible property for social, cultural, and other appropriate activities.

**11.4.2.** Be administered by the Board of Directors.

**11.4.3.** Be maintained by the raising of funds through donations, fundraising activities, gifts or grants.

**11.5. Funds Transfer:** By a majority vote at any duly constituted Board Meeting, the Board of Directors may approve the transfer of money between funds as deemed appropriate and in keeping with the requirements of the Organization.

## **12. Article 12 - General**

**12.1. Political Affiliation:** All members of the Board shall be politically non-partisan in any dealings on behalf of the Association.

**12.2. Limitation of Liability:** No member of the Board shall be personally liable in any way whatsoever for the acts, defaults, losses, expenses, or other deficiencies of any other member of the Board or of any employee of the Association; or for any loss, damage or expense happening to the Association because of unforeseen circumstances involving the acquisition of property by order of the Board on behalf of the Association; or for loss of money or other securities deposited with a financial institution that goes bankrupt or insolvent.



**12.3. Indemnification:** Every Board of Director who has undertaken or is about to undertake any liability on behalf of the Association, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Association, from and against:

a) all costs, charges and expenses which such Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of their office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Association shall also indemnify any such persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to choose indemnity apart from the provision of this Bylaw to the extent permitted by the Act or law.

**12.4. Honorarium:** The Board of Directors, by resolution duly approved by those members present, may pay an honorarium to any volunteer of the Association, the amount and timing to be determined by the Board.

**12.5. Administrative Authority:** The General Membership shall be the ultimate source of authority. The Board of Directors manages the organization on behalf of its members; the Board will formulate and recommend policy to the General Membership for its consideration.

**12.6. Roberts Rule of Order:** These rules constitute the parliamentary authority of the Organization.



**12.7. Amendment of the Constitution:** This Constitution may be amended at an Annual General, Quarterly, or Special Meeting of the Association by a two-thirds majority of those Regular Members present and voting, provided seven days' written notice of the proposed amendment was submitted to the members.

**12.8. Dissolution of the Organization:** In the event of the dissolution of the Association, and after payment of all debts and liabilities, any remaining assets will be distributed to charitable organizations that support the values and goals of the Association and that carry out their work solely in Canada.