

Sudanese-Canadian Association of Ottawa “SCAO”

Proposed Amendment to the By-Laws for 2nd GA Approval

Note: Changes in bold italic are proposed as a draft for the registration and to be discussed and approved by the 2nd GA on November the 20th, 04

1-CORPORATE SEAL

The seal, and impression whereof is stamped in the margin hereof, shall be the seal of the SCAO.

2-NAME

Sudanese-Canadian Association of Ottawa, referred to hereinafter as SCAO.

3-HEAD OFFICE

The head office of the SCAO is in the city of Ottawa, municipality of Ottawa in the province of Ontario.

4-STATUS OF THE SCAO

The SCAO is a social and not-for-profit community association.

5-OBJECTIVES OF THE SCAO

The main objectives of the SCAO are:

5-1-promote and preserve the various Sudanese languages, dialects, cultures, heritage and pass it on to the new generations and the Canadian society at large.

5-2-establish and enhance social relations among Sudanese Canadians, immigrants, refugees and students living in Ottawa.

5-3-provide social services for members and their families.

5-4-enhance a better understanding of Canadian society, laws and services for a better social integration.

5-5-provide diverse social assistance and services to new immigrants, refugees and students and put them in touch with other Sudanese-Canadian families.

6-CONDITIONS OF MEMBERSHIP

6-1-membership in the SCAO is open to all Sudanese, and their spouses, landed immigrants, refugees and students.

6-2-applicants must believe in and work towards the objectives of SCAO.

6-3-membership shall be effective upon approval of the board of directors (BOD)

6-4-membership shall be revoked if the member does not abide by the By-Laws of the SCAO. The BOD shall revoke membership and an appeal can be submitted to the processing fee and any other means approved by the board of directors (BOD)

6-5 A voting member must be at least 18 years old

6-6- The SCAO will be funded by donation. And / or other resources determined by the BOD such as fund raising or support grants / or contribution

6-5- Any member may withdraw from SCAO by submitting to the BOD a written resignation and lodging a copy of the same with the secretary of the SCAO

6-6 Any member may be required to resign from SCAO by a vote of three-quarters (3/4) of the members at an annual or special GA meeting

7-STRUCTURE OF THE SUDANESE SCAO

7-1-*Member's Meeting*

7-1-1-duties of the general assembly (GA)

7-1-1-1-endorsement of the By-laws

7-1-1-2- **election of the president**

7-1-1-3- election of the board of directors

7-1-2-the GA shall have the power to suspend or amend any article of the By-Laws

7-1-3-the GA has the power to exercise no-confidence vote against members of the BOD by two thirds of those who are present at the GA

7-1-4-the GA has the power to hold BOD accountable for their actions.

7-1-5-the GA has power to reconsider revoking a member after appeal by 50% plus one from the present GA members

7-1-6- ***The annual or any other general meeting of the members shall be held at the head office of the corporation***

7-1-7-meeting of the GA to be held once a year with attendance of 2/3 (quorum) of registered members

7-1-8- If GA failed because of lack of quorum, another meeting will be called within 4 weeks, the meeting will be quorum with any number of attending members

7-1-9- ***The board of directors or the president shall have power to call, at any time, a general emergency meeting of the members of the Association.***

7-1-10-***The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 51% of the voting rights. 2/3 members present in person at a meeting will constitute a quorum.***

7-1-11-***At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the***

auditors shall be presented to all members with any other sufficient information to permit the member to form a reasoned judgement on the decision to be taken

7-1-12 Members have right to attend all meetings, and each voting member present at a general meeting shall have the right to exercise one vote. Member's Proxy voting in the GA is acceptable in a written form with specification of the proxy holder *who must be a member of the association*, and *a reminder of proxy right* must be attached to the notice of the meeting

7-1-13- A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Ac or these By-laws.

8-BOARD OF DIRECTORS (BOD)

8-1-the business of the SCAO shall be managed by a board of directors comprised of a minimum of seven directors. Directors must be individuals 18 years of age or older, with power under law to contract.

8-2-directors shall be elected for a term of one year by members at an annual meeting of members of the GA

8-3-the office of director shall be automatically vacated under the following conditions:

8-3-1- if at a special GA of members, a resolution is passed by three-quarters (3/4) of the members present at the meeting that he be removed from office;

8-3-2 if a director has resigned his/her office by delivering a written resignation to the secretary of the SCAO;

8-3-3-if a resolution is passed and approval by the BOD for acts that he/she committed that harms the SCAO;

8-3-4-if he/she is found by a court to be of unsound mind;

8-3-5-on death: provided that any vacancy shall occur for any the reasons above, the board of directors by majority vote, may, by appointment fill the vacancy with a member of the SCAO

8-4-the directors shall serve as such without remuneration and no director shall directly or indirectly receive any benefits from his position as such. Nothing herein contained shall be constructed to preclude any director from serving the SCAO as an officer or on any other capacity and receive compensation therefore.

9-POWER OF DIRECTORS

9-1-the directors of the SCAO shall administer the affairs of the SCAO in all aspects and make or cause to be made for the SCAO in its name, any kind of contract which the SCAO may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the SCAO is by its charter or otherwise authorized to exercise and do

9-2-the directors shall have the power to authorize expenditures on behalf of the SCAO with two authorizing signatures, one being the treasurer.

9-3-the board of directors shall take such steps as they may deem requisite to enable the SCAO to acquire, accept, solicit or receive legacies, gifts, endowment and donations of any kind whatsoever for the purpose of furthering the objectives of the SCAO

10-DIRECTORS' MEETINGS

10-1-meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours notice of such meeting shall be given to each director. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the SCAO shall invalidate or make void any processings taken thereat and any director at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or thereat. Each director is authorized to exercise one vote.

10-2-A majority of directors in office, from time to time, but no less than four directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under by-laws of the SCAO.

10-3- The BOD shall make decision by consensus, if consensus is not reached decision shall be make by majority

10-4 Proxy voting in BOD meeting is not acceptable.

10-5 The BOD executive committee (EC) composed of BOD, who shall be appointed by the BOD. The EC shall exercise such power as are authorized by the BOD. Any EC member may be removed by the majority vote of the BOD.

11-INDEMNITIES TO DIRECTORS AND OTHERS

11-1-every director or officer of the SCAO or other person who has undertaken or is about to undertake any liability on behalf of the SCAO be indemnified and saved harmless out of the funds of the SCAO, from and against:

11-1-1-all costs, charges and expenditure which such directors, officer or person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or persecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made done or permitted by him, in or about the execution of the duties of his/her office in respect of any such liability

11-1-2-all costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default

12-OFFICERS OF THE SCAO

12-1-the officers of the SCAO shall be president, vice-president, secretary and treasurer and any other officers as the BOD may by by-law determine

13-DUTIES OF DIRECTORS

13-1-the president shall be the chief executive officer of SCAO. He/she shall preside at all meetings of the SCAO. He/she shall have the general and active management of the affairs of the SCAO. He/she shall see that all orders and resolutions of the board of directors are carried into effect

13-2-the vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president

13-3-the secretary may be empowered by the BOD, upon resolution of the board of directors, to carry out the affairs of the SCAO generally under the supervision of the directors thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of meetings. He shall be custodian of the seal of the SCAO, which he shall deliver only when authorized by a resolution of the BOD to do so and to such person or persons as may be named in the resolution.

13-4-the treasurer shall have the custody of the funds of the SCAO and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the SCAO in the books belonging to the SCAO

13-5-the BOD may appoint committees whose members will hold their offices at will of the board of directors. The directors shall determine the duties of such committees

14-AMENDMENT OF BY-LAWS

the by-laws of the SCAO may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of Canada corporation's act, may be enacted by a majority of 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 aid 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

15- Auditor

The members shall, at each annual meeting, appoint an auditor to audit the account and annual financial statement of the SCAO for report to the members at the next annual meeting. The auditor may not be a director, officer or employee, unless all of the members have consented.

15-BOOKS AND RECORDS

The directors shall see that all books and records of the SCAO required by the by-laws of the SCAO or by any applicable statute or law are regularly and properly kept

16-RULES AND REGULATIONS

The BOD may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the SCAO as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the SCAO when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect

17-SCAO ASSETS

17-if the SCAO is dissolved, the GA shall determine on the disbursement of its assets