



EGBA DESCENDANTS ASSOCIATION
WINNIPEG, MANITOBA

THE CONSTITUTION AND BY-LAWS

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THE CONSTITUTION AND BY-LAWS



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PREAMBLE:

We, people of Egba descent and people married to any Egba descent person, come together, in recognition of our common interests and heritage, to form this union for the progress and the betterment of the members of our communities, and in furtherance of good friendly relations between the peoples of Egba descent from Nigeria and Canada

VISION:

Our vision is to promote and preserve our culture as integral part of the diversity mosaic of Winnipeg and Canada at large. Provide a trail of our ancestry dynasty and legacies for future generations.

MISSION:

To inspire and empower Egba indigenes; promote, articulate, interpret and preserve the Egba culture and heritage.




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CONSTITUTION

ARTICLE I - NAME OF THE ASSOCIATION.

The name of the Association shall be the Egba Descendants Association (EDA). This Association is an independent non-profit organization based in Winnipeg, Manitoba, Canada.

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.

II (2) The Association shall mean the Egba Descendants Association.

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

II (4) The registered address of a member shall mean a postal 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 any person 18 years old and over of Egba descent by marriage or birth from Nigeria or Canada, a resident of Manitoba, has paid the current annual association dues, and is committed to the rules and regulations of the association under the membership charter of the constitution (See Article VI; X and 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 all of Manitoba.

ARTICLE III - OBJECTS.

III (1) The object of the Association shall be to bring together members of the Association through educational, social, cultural and economic activities, to promote the interest of its members for better understanding and co-operation, project the culture and traditions of the Egba people to the general Canadian community, and shall include:

III (1) (1) Disseminating valuable information among members to promote and foster good relationships, camaraderie, economic empowerment, skill acquisition, job opportunities, social improvement and educational scholarships.

III (1) (2) Supporting charitable organizations and 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) Publishing and distributing news bulletins in accordance with the Law on Publication of Canada.

III (1) (5) Organizing seminars and dialogues on relevant educational, social, cultural and economic topics of interest to members.

III (2): Embarking on special ongoing annual fundraising project initiatives aimed at guaranteeing permanent flow of financial resources to manage and sustain the growth of EDA endeavors into the future.

ARTICLE IV - STRUCTURE OF THE ASSOCIATION.

IV. 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.

ARTICLE V (1) – THE BOARD OF DIRECTORS

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

V (1) (2) The Board shall be responsible for enforcing this Constitution and any By-laws that may be enacted.

V (1) (3) The Board of Directors may prescribe such rules and regulations consistent with EDA 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) (4) The Board of Directors shall take any possible steps to enable the Association to receive donations and benefits for furthering the objectives of the Association.

V (1) (5) 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 (1) (6). Any decision of the Board of Directors that is considered detrimental to the interest of the Association or in contravention of the constitution may be reversed by a simple majority of the house.

ARTICLE V (2) – THE ADVISORY COUNCIL

V (2) Membership and Role of the Advisory Council

V (2) (1) There shall be 3 to 5 people on the Advisory Council, out of which 2 shall be Ex. Officio members

V (2)(2) The Board or any member of the Association, being mindful of the diversity of members shall appoint Advisory Council within 60 days after the election. Nomination shall be based on individuals' credibility, expertise in the areas of need of the association, professional competence, fulfilment and contribution to the Community at large. The Board shall present such nomination(s) to the general house. The decision of the house is final regarding approval or rejection of any nominee for the Advisory Council.

V (2) (3) The Advisory Council shall provide advice to the Board on any matter or matters as determined by the Board.

V (2) (4) The term of the Advisory Council shall be for an initial period of two years; and can be extended by the house for a maximum of two additional years.

V (2) (5) Members of the Advisory Council shall appoint a chairperson from amongst them for the duration of their term.

V (2) (6) The Advisory Council may meet at a place it deems fit to conduct the business of the Association.

V (2) (7) A member of the Advisory Council may resign from the Council by delivering a letter of resignation to the President or Secretary.

V (2) (8) The house reserves the right to remove any member of the Advisory Council who, in its opinion, is deemed not to be fulfilling his/her role. A two-third majority would be required for this purpose.

ARTICLE V (3) – STANDING COMMITTEES

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

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

V (4) The Youth Committee

The goal of the Egba Youth Committee is to promote and grow the interests of our young teenage boys and girls 12 years and older through meaningful engagement to showcase Egba heritage in the Manitoba multicultural mosaic.

The Youth Committee shall create opportunities for bridging a generational gap by giving our young people a voice on policies that affect their roles in volunteering in the organization's programs and projects.

EDA Youth Committee will help to complement one of the organization's most desired objective developing an integrated socially cohesive youth cultural community group members who can bring their own perspectives on how to put programs and projects together for the benefit of their peers.

The Executive Board shall have the power to establish the Youth Committee. The Committee members shall in turn be responsible for the appointment of their own leader.

V (1) (2) The Board shall be responsible for enforcing this Constitution and any The leader of the Youth committee shall serve as an Associate and be involved in information sharing with the executives about the way to move forward as a team to accomplish EDA youth program objectives.

ARTICLE VI - MEMBERSHIP

VI (1) Membership in the EDA shall be classified into four different groups viz 1) Regular Members 2) Associate Members (3) Corporate Members and 4) Honorary Members

VI (1) (1) Regular Members

A regular member is any person of Egba indigene by virtue of birth or marriage, over the age of 18 years who has a demonstrated cultural root in Egba land and is committed to the goals, objectives and all binding rules and regulations laid out in EDA constitution.

The individual must have residency in Manitoba and must have paid the current annual dues in full to maintain active membership status.

A Regular Member in good standing has voting rights and is eligible to compete in an election for the position of EDA Board of Directors.

VI (1)(2) Associate Members

An Associate Member is a non-Egba indigene person who migrated from other regions of the country, to live and work in Egbaland making notable contributions in the socio-economic environments of the Egba people before leaving Nigeria to settle in Canada. Individuals admitted into the Associate/Special Member category shall not have voting rights.

An Associate Member with demonstrable experience in community organization building and management may be appointed to serve as volunteer in committees but cannot run for office.

VI (1) (3) Corporate Members:

These are companies/corporations incorporated in or established under the laws of Canada (herein referred to as “Canadian registered companies/societies/associations”) and which have a legal presence in Canada. A Corporate member has no voting right and cannot stand for election.

VI (1) (4) Honorary Members:

An Honorary member is a person other than of Egba origin who has distinguished themselves in public affairs, has shown interest in associating with EDA, promotes, propagates and supports the objectives of EDA of Manitoba, upon whom Honorary membership of the Association has been formally conferred by the Board of Directors. An ordinary resolution of the Board of Directors shall suffice to confer honorary membership on anyone who does not belong to the Association but who supports the Association morally and financially. An honorary member shall have the same rights and privileges as regular members except for voting rights and contesting for elective positions. The Board shall have the power to revoke honorary membership of any honorary member who has been found guilty of any criminal offence in any court of law in Nigeria or Canada.

VI (2) Application for Membership

VI (2) (1) Application for membership in accordance with Article VI (1) (1) and Article V (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.

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 wellbeing of its members always. 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 according to membership groups.

IX (1) (1) To one vote on any issue presented to the house, he/she can stand as candidate for any office in the association.

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 31st day of January, 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, subject to the investigation and recommendation of the membership committee.

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 of the Board of Directors. Violators may be suspended for 3 months or expelled.

XI (3) The Board of Directors may, by notice in writing, (subject to the approval of simple majority of the general assembly) have the right at any time to expel any member if, in the opinion of the Board of Directors:

XI (3) (1) such a 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 a 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 an 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 resolution of the members passed at a general meeting for any of the reasons stated in XI (3)(1), XI (3)(2), and XI (3)(3),

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

XI (7) The notice of 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 resolution is put to vote.

ARTICLE XII - GENERAL

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

BY-LAWS

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 during a meeting or any activities of the Association.

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

1.03 The association's social platform must not be used to promote religious or political discussion without the approval of the board of Directors

1.03 Violators of Article 1.01 and 1.03 may be subject to sanctions. The nature and duration of the sanction (e.g., fine, 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 or her position as such; provided that a director may be reimbursed for reasonable expenses incurred by him or her in the performance of his/her duties.

2.4 Every Board member shall be eligible to hold an office for a two-year term. A member of the Board may be re-elected consecutively to the same position for a second two-year term after which the member cannot be elected for that position.

However, a member of the board is eligible to be elected for a new position after the second two-year term. Such a member can only be elected to a new position for a maximum period of two terms consecutively, after which the member shall be ineligible to hold a Board position.

However, no part of this constitution shall preclude a past Board member from contesting for, and holding office at a future time after a break of two terms from office.

2.5 Notwithstanding Article 7.13, a Board member who is absent for three consecutive meetings without an excuse, 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 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.

3.5 The members of the Board of Directors shall be responsible for recruiting new committee members.

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 and efficiently.
- 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.
- 4.3.4 The Secretary shall chair the Membership Committee and shall present written reports of any disciplinary investigation and recommendation at the next Board of Directors and general meetings.

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).

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 three 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 general 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 tie of votes, the President may cast the deciding 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 in good standing – who have paid membership dues up to date 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 not permitted.

ARTICLE 9 - ELECTORAL PROCEDURE

9.1 Members of the Association's Electoral Committee shall be elected or selected at the General Meeting of the Association. The Committee shall be independent; however, it shall get all necessary information needed for the of conduct of election from the board through the President.

9.2 Electoral committee shall comprise of three (3) to five (5) members.

9.3 The Electoral committee shall coordinate the electoral process and use whatever means possible to conduct transparent, free and fair election.

9.4 Electoral committee members will NOT have a right to vote during the election

9.5 Electoral committee shall verify candidate's qualification, organize and conduct election according to electoral process.

9.6 To be eligible to contest for a Board position, a member must meet the following criteria:

9.6.1 A proven paternal lineage of Egba land

9.6.2 Minimum of 6 months membership prior to the notice of election

9.6.3 Demonstrate active participation in association activities prior to an election year

9.6.4 Up-to-date payment of annual dues prior to an election year

9.7 After the votes have been cast and votes counted, the Chairman of the Electoral committee shall announce the results.

9.8 In case of challenge to the fairness of election, the aggrieved party may petition the electoral committee.

9.9 The electoral committee MUST clear all grievances before the announcement of the final results.

ARTICLE 10 - ADMINISTRATIVE GUIDELINES DEALING WITH EDA BOARDS ELECTION IN TURBULENT TIMES. (PROPOSED)

10.1 Pursuant to EDA constitution Article V (1)(2) and V (1) (3), the Board can invoke an Executive order, to remain in power when faced with unexpected and unavoidable emergency situation, which requires protecting the interest and welfare of its members. In such a situation, where it is not feasible for election to hold due to internal or external crises, the Electoral Committee shall have the right to postpone the election of a new Board of Directors up to a maximum of one year, subject to an ordinary resolution passed by the general membership.

ARTICLE - 11 MEMBERSHIP BENEFITS

11.1 Membership kits

11.2 Discount for EDA activities

11.3 Tax deductible for donations made to EDA

11.4 Support and identify with members (Gifts during special ceremonies, representation, etc)

11.5 Opportunities to represent the Association at special occasion and functions at EDA cost

ARTICLE 12 - 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 13 - BOOKS AND RECORDS.

13.1 The Signing Officers for all monetary transactions shall be the President, Vice-President and Treasurer of the Association.

13.2 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 14 - EXECUTION OF DOCUMENTS

14.1 The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

14.2 Contracts, documents or any instruments in writing requiring the signature of the Association 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.

14.3 The directors may give the Association'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.

14.4 The seal of the Association 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 15 – AUDITOR(S)

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

15.2 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.

15.3 The remuneration of the auditor shall be fixed by the board of directors, subject to the approval of the house.

ARTICLE 16 – BORROWING

16.1 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:

16.1.1 Borrow money upon the credit of the association and issue any security for such debt.

16.1.2 Limit or increase the amount to be borrowed.

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

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

ARTICLE 17 - INDEMNITIES.

17.1 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 always be honored by the Association.

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

ARTICLE 18 - RESOLUTIONS AND AMENDMENTS.

18.1 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.

18.2 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.

18.3 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 thereof.

18.4 The by-laws of the Association not embodied in the letters patent may be repealed or amended 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 19 - DISSOLUTION

19.1 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 properties of the Association.

19.2 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 by distribution to one or more qualified charitable/welfare organizations as defined under the provisions of the Income Tax Act (or “registered charitable organizations in Canada).

ARTICLE 20 - WINDING UP

20.1 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.

Date of Adoption: October 14, 2018

Date of 1ST Amendment: November 27, 2022



Adegboyega Aiku
President



Gbolahan Oduntan
Secretary





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