



The Bylaws
Of the
Carol Prest
CAROL PREST

**Nigeria-Canada Association
Of British Columbia
(NCABC)**

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Article I Name & Organizational Form

1.1 Name of the Association

1.1.1 The name of the Association shall be the Nigeria-Canada Association of British Columbia.

1.2 Organizational Form

1.2.1 The Association shall be a Non-Profit.

1.2.2 The activities and purposes of the Association shall be carried out without purpose of gain for its members.

1.2.3 Any income or profits or other assets of the Association shall be used solely to promote the purposes of the Association.

Article II Purposes

2.1 Purposes of the Association

2.1.1 The Association has the following purposes:

- (a) To provide a forum in which Nigerian-Canadians and Canadians in British Columbia can interact, share knowledge, and promote cultural exchange between Canada and Nigeria.
- (b) To promote the cultural heritage of Nigeria within the context of the entire objectives of the association's constitution.
- (c) To undertake philanthropic activities that benefit new immigrants to Canada.
- (d) To liaise and collaborate with other organizations and international associations of similar interest and to foster healthy cultural exchange among Canadian.

Article III Powers

3.1 Powers of the Association

3.1.1 In order to achieve its purposes the Association shall have the power to:

- (a) Raise money, including by receiving gifts, grants, donations, annual dues, making investments and by borrowing as may be required.
- (b) Open and operate bank accounts
- (c) Take out insurance(s) and enter into contract(s)
- (d) Employ and pay staff as well as appoint and pay agents
- (e) Acquire and manage buildings
- (f) Organize courses, events, and educational programmes
- (g) Collaborate with other groups and exchange information
- (h) Engage in any lawful activity that will enable it fulfil any or all of the Association's purposes.

Article IV Membership

4.1 Membership Eligibility

- 4.1.1 Membership of the Association shall be open to adult Nigerians, Canadians or British Columbia residents who are interested in helping the Association to achieve its purposes, and are willing to abide by its Constitution and By-Laws.
- 4.1.2 Subject to the provision of this constitution and bylaws, an applicant shall be granted membership when he or she submits a completed application form and pays the fixed membership registration fee of \$20.00 per membership category and full or first installment of the annual membership subscription fee associated with his or her category of membership.
- 4.1.3 Every individual and every family member who is 19 years of age and above shall have one vote at all meetings of the Association.

4.2 Membership Classification

- 4.2.1 There shall be six (6) classes of memberships in the Association, namely: individual membership, family membership, associate membership corporate membership, honorary membership and student membership.
- 4.2.1.1 *Individual Membership*
Individual membership applies to single persons, who are at least 19 years of age.
- 4.2.1.2 *Family membership*
Family membership shall be open to every member of a family unit comprising the husband, his wife or common—law partner and their children who are under the age of 19 (if any.)
- (a) Regardless of the number of persons constituting a family unit registered as a member, only the husband and his wife (or common law partner) shall each have a vote at any general meeting.
 - (b) Upon a child of a family member attaining the age of 19, he or she shall cease to be a family member of the Association but may apply to become an individual member.
 - (c) It shall be the responsibility of the husband and wife (or common law partner) of a family unit member to inform the Association about the attainment of the age of 19 of any of their children registered under the family membership so that such child's name shall be removed from that family membership
- 4.2.1.3 *Associate membership*
A person who does not meet the requirements of any of the aforementioned membership categories but who identifies with the purposes of the Association and requests to become a member, through completing and submitting a membership application form, may be admitted as an associate member.
- (a) The application for Associate membership shall be granted by a simple majority of the Executive Committee of the Association and ratified by a simple majority of the members of the Association present at a general meeting of the Association. Any aggrieved applicant for Associate membership may appeal to the general meeting, which shall by a simple majority vote to uphold or reject the appeal for membership.

4.2.1.4 *Corporate Membership*

A corporate member may be a corporation or other legal bodies, who may or may not be a resident of British Columbia and who identifies with the purposes of the Association and subscribes to the constitution and by-laws of the Association.

- (a) An organization that desires to become a corporate member shall send a written application to that effect to the Association and the application shall be reviewed by the executive body, which shall send its recommendation to the general meeting for consideration.
- (b) Acceptance or rejection of such application shall be by a majority vote of members present at a general meeting.
- (c) Corporate Membership does not extend to or confer membership rights and privileges to members and officers of such corporations, association, society and legal body that obtains membership.

4.2.1.5 *Honorary Membership*

Honorary membership shall be open to any person who is not qualified to be admitted as a member of the Association under any of the other membership categories but who identifies himself or herself with the purposes of the Association

- (a) Honorary membership shall be granted upon recommendation or nomination by a member of the Association, subject to approval by the Executive Committee and the subsequent ratification by a two—third majority of members present at a general meeting of the Association the notice of which shall contain a specific agenda for the conferment of such membership on such persons.
- (b) In conferring honorary membership on any person, regard shall be had to that person's contributions to the British Columbia community or to the realization of the purposes of the Association.
- (c) An honorary member shall not be liable to pay membership or any other dues and levies but may pay such on a voluntary basis.

4.2.1.6 *Student Membership*

Student Membership shall be available to any student of a post secondary institution, who is legally resident in British Columbia, is at least 19 years of age and meets the requirements of individual membership.

- (a) A married student shall be entitled to be admitted under the family membership category and shall enjoy all the rights and privileges attached to it.

4.3 Membership Due

4.3.1 The annual membership dues, payable by instalments or by lump sum, shall be

- (a) Individual Membership: \$ 30.00 (Except seniors shall pay \$ 0.00)
- (b) Family Membership: \$ 50.00
- (c) Associate Membership: \$ 120.00
- (d) Corporate Membership: \$ 180.00
- (e) Student Membership: \$0.00

- 4.3.2 The annual membership fees stipulated herein are non—refundable but shall be subject to change by a two—thirds majority vote of members present at the general meeting, the notice of which had contained the proposed change and was circulated to members at least one month before the meeting at which the vote shall take place.
- 4.3.3 Any person that joins the Association after July of the year shall pay one—half of the annual membership due associated with his or her category of membership, and such a member shall be deemed to have fulfilled his or her annual dues obligation for that year.

4.4 Duties of Members

- 4.4.1 It shall be the duty of every member to:
- (a) Uphold the constitution and by—laws of the Association
 - (b) Attend all relevant meetings of the Association
 - (c) Perform any duties that may be assigned to them in the course of the normal business of the Association
 - (d) Volunteer their time, experience and expertise in matters that affect the welfare and progress of the Association
 - (e) Conduct themselves in a friendly and respectful manner at meetings or official events.
 - (f) Provide the General Secretary with their updated contact information, including physical address, email address and phone numbers
 - (g) Be in good standing in the Association. In this constitution and bylaws, any reference to the word “member” in relation to the enjoyment of any right or privilege means a member in good standing. In addition, a “member in good standing” is that member who:
 - (i) Is not in arrears of the previous year’s annual membership dues and has paid at least 50% of the current year’s annual membership dues by July, and
 - (ii) Has attended at least 50% of the total number of meetings in the past 12 Months or the duration of his or her residence, if less than 12 months in the Province of British Columbia, subject to section 4.4.1(g)(iii) below;
 - (iii) Notwithstanding the forgoing, section 4.4.1(g)(ii) shall NOT apply to members who reside outside the lower mainland.
- 4.4.2 Notwithstanding anything to the contrary in these by—laws;
- (a) a previously active member shall be deemed to have fulfilled his or her annual dues obligation as per section 4.4.1(g)(i) immediately upon paying atleast one calendar year arrears of his or her previous annual dues; and
 - (b) a previously active member shall be deemed to have fulfilled his or her meeting attendance obligation as per section 4.4.1(g)(ii) upon proof that he or she have been outside the lower mainland or incapacitated for part or all of the last 12 months.

4.5 Rights of Members

- 4.5.1 Subject to the provisions of these bylaws, every member in good standing shall have the right to vote and be voted for in the Association’s meeting and elections.
- 4.5.2 Honorary members, associate members and corporate members shall not vote or be voted for during meetings and elections.

- 4.5.3 Every member shall be entitled to equal right of expression during the Association's meetings and deliberations.

Article V Officers of the Association

5.1 The Executive Committee

- 5.1.1 The Executive Committee shall be responsible for initiating programs and recommending policies consistent with the achievement of the purposes of the Association. Elections shall be held every two years in the month of June and the elected officers shall be sworn-in in the month July during or after the Annual General Meeting.

5.2 Election and tenure

- 5.2.1 The Executive Committee shall consist of officers duly elected in elections conducted by an electoral commission established in accordance with the provisions of these bylaws.
- 5.2.2 Each Executive Committee shall serve a two (2) year term in office, beginning from the day the executive committee in which they are serving takes oath of office
- 5.2.3 The President of the Association shall not hold office for more than two (2) consecutive terms.
- 5.2.4 The names of the elected members of the Executive Committee shall be submitted to the Registrar of Companies of British Columbia in accordance with the Society Act of British Columbia and any other law applicable in British Columbia
- 5.2.5 Every Executive Committee shall be dissolved at the end of a two (2) year term
- 5.2.6 Upon the dissolution of the Executive Committee, members of the outgoing Executive Committee and all other committees shall submit and hand over all the Association's documents in their possession or care immediately to either a constituted Caretaker Committee (if required by it) or to the newly elected Executive Committee.
- 5.2.7 In the event of any office of the Executive Committee becoming vacant as a result of resignation, removal or death of an officer (i.e. member of the Executive Committee), the Executive Committee shall inform the general members at the next general meeting of the Association and the house shall proceed to conduct an election to fill the vacancy within the next three general meeting.
- 5.2.8 Members of an existing Executive Committee may seek election to a vacant office, but shall first give a notice of vacation of their present office and no officer shall hold two offices in the Executive Committee at the same time.

5.3 Composition and additional qualification

- 5.3.1 The Executive Committee shall consist of the President, Vice President, General Secretary, Assistant General Secretary, Treasurer, Financial Secretary, Social Secretary, Public Relations Officer, and Youth Affairs Secretary

- 5.3.2 No person shall be elected as President unless that person holds Canadian citizenship, has been resident in British Columbia for at least two years and has been a member of the Association in good standing for at least two years prior to the date of the election.
- 5.3.3 In the case of all other offices in the Executive Committee, no person shall be elected unless that person has been resident in British Columbia for at least one year and has been a member of the Association in good standing for the last one year.
- 5.3.4 Any person aspiring to be elected into the Executive Committee shall consent to a criminal background check to be conducted by the electoral committee of the Association or any entity nominated by it.
- 5.3.5 No person shall be elected into the Executive Committee unless he or she has obtained a minimum of high school diploma or what a simple majority of the general meeting deems to be its equivalent.
- 5.3.6 Notwithstanding the foregoing or any provisions of this constitution and by— laws, the general meeting may by two—thirds majority vote authorize the election into the Executive Committee of a member who may not meet the requirement stated in 5.3.3 but whose professional qualification and experience are relevant to the position he or she is aspiring to hold.
- 5.3.7 The President and General Secretary of the immediate past Executive Committee shall be ex—officio members of the Executive Committee.

5.4 Duties of the Officers

- 5.4.1 The President;
- (a) Shall be the leader of the Association and shall preside over general meetings of the Association as well as meetings of the Executive Committee. He or she shall represent the Association in all official matters and act as its spokesperson.
- (b) shall, in conjunction with the Executive Committee, coordinate all activities of the Association and shall work with the other executive committee members to ensure that the purposes of the Association are achieved and accomplished.
- (c) Shall present the opening address at the Annual General Meeting (AGM) in which he or she would detail the progress made by the association in the foregoing year and a course of action and needed direction and guidance for the Association.
- (d) In addition to the foregoing, shall:
- (i) In conjunction with the Executive Committee, be responsible for ensuring and enhancing the progress of the Association.
- (ii) Be the custodian of the official seal of the Association
- (iii) Be a signatory to the Association’s bank accounts
- (iv) Appoint an ad-hoc provost (if required) at any meeting
- 5.4.2 The Vice President;
- (a) shall work closely with the President and shall assist the President in the discharge of his or her duties; oversee and supervise all community and outreach programs of the Association;

perform such functions as the President may from time to time delegate to him or her, and undertake such duties that the President may be incapacitated from undertaking.

- (b) In the event of resignation, removal or death of the President, shall discharge the President's functions as Acting President until a new President is elected in a by—election. Such by—election shall be held within sixty (60) days of the date of the first general meeting following the President's resignation, removal, death or permanent incapacitation. However, in the event that the remaining tenure of the resigned, removed, dead or permanently incapacitated President is six months or less, the Vice President shall complete the tenure of the President as Acting President.

5.4.3 The General Secretary;

- (a) Shall manage the Secretariat of the Association and be in charge of all correspondences of the Association.
- (b) shall compile, regularly update, keep and maintain the Members' list of all the members of the Association in which shall be included the full particulars of all members, including their full names, phone numbers, physical addresses, postal addresses, and email addresses.
- (c) Shall prepare notices & agenda for, and attend all general meetings and Executive Committee meetings of the Association; record and keep accurate minutes of these meetings; and circulate to members, by email, notices of meetings and other activities, minutes of meetings and any other information relevant to the Association.
- (d) Shall ensure that members of the Association are fully informed of all the activities of the Association
- (e) May delegate any of his or /her functions to the Assistant General Secretary

5.4.4 The Assistant General Secretary;

- (a) shall assist the General Secretary in the discharge of the duties of that office and to perform any duties that may from time to time be assigned to him or her by the General Secretary
- (b) Shall assume the responsibilities of the General Secretary in his or her absence
- (c) shall become the Acting General Secretary in the case of resignation, removal, death or permanent incapacity of the General Secretary, until a new General Secretary is elected in a by—election. Such by—election shall be held within sixty (60) days of the date of the first general meeting following the resignation, removal, death or incapacity. However, in the event that the remaining tenure of the resigned, removed, dead or incapacitated General Secretary is six months or less, the Assistant Secretary shall complete the tenure of the General Secretary as Acting General Secretary.

5.4.5 The Financial Secretary;

- (a) shall keep and maintain an accurate financial record of the Association and file all relevant annual financial statements and documents in compliance with the requirements of the Society Act of British Columbia
- (b) Shall hand—over all moneys of the Association collected by him or her to the Treasurer within forty eight hours of such moneys being collected for deposit in the Association's bank account
- (c) Shall serve as the head of the Finance Committee.
- (d) Shall keep electronic records of all activities including date, amount and source for all revenues and incomes.

- 5.4.6 The Treasurer;
- (a) Shall, in conjunction with the Financial Secretary, ensure the collection of all moneys due or accruing to the Association
 - (b) Shall deposit in the Association's bank account(s), within two (2) business days, all moneys collected on behalf of the Association
 - (c) Shall deposit with the Financial Secretary a copy of every receipt or evidence of deposit or money lodged in the Association's bank account(s)
 - (d) Shall be a signatory to the Association's bank account(s)
 - (e) Shall keep electronic records of all activities including date, amount and source for all payments and expenditures.
- 5.4.7 The Public Relations Officer;
- (a) Ensure that the activities of the Association are promptly and effectively communicated to members of the public
 - (b) Establish a good liaison with members of the Canadian and international media in order to ensure a good press image for the Association
 - (c) Spearhead and promote the integration of Nigerians and immigrants generally into British Columbia and into the overall Canadian culture and tradition.
- 5.4.8 The Youth and Cultural Affairs Secretary;
- (a) Coordinate all affairs pertaining to the youth members of the Association. 'South' members are members who are less than 25 years of age
 - (b) Be the custodian of the Association's arts, artifacts and other cultural materials
 - (c) Promote healthy cross—cultural intercourse among the diverse cultures of members, including the teaching of Nigerian and other languages to interested members and non—members of the Association.
 - (d) Pursue and provide opportunities for the Association's youths to socialize and interact with one another through events, including picnics, games, tours, camping and similar activities.
 - (e) Serve as the chair of the Youth and Culture Committee
- 5.4.9 The Social and Welfare Secretary;
- (a) Pursue and provide opportunities for the Association's members to socialize and interact with one another through events, including picnics, games, tours, camping and similar activities.
 - (b) Coordinate, pursue and promote all matters of welfare as it affects or relates to the purposes of the Association

Article VI Removal of Officers

6.1 Impeachment

- 6.1.1 The members may by special resolution of two—thirds majority vote to remove an officer in the Executive Committee before the expiration of his or her term in office in any of the following circumstances:

- (a) Where the officer ceases to be a member in good standing, or
- (b) Where in the opinion of the said members such officer has failed to satisfactorily discharge the duties of his or her office, or
- (c) Where such officer has committed a flagrant violation of or disregard for the provisions of these constitution and by—laws.
- (d) Where the officer is declared bankrupt or is convicted of a felony or of any offence involving dishonesty.

6.2 Investigations

6.2.1 Before the passing of a resolution under article 8, the members shall by a two— thirds majority vote at a prior general meeting:

- (a) Elect and appoint a 3—member ad hoc committee to investigate any allegation against the executive committee member in question, and
- (b) Consider and accept, by a simple majority, a report of guilt against the said officer from the said ad hoc committee

6.2.2 Any officer removed from office shall not be eligible to hold any office in the Association for at least two (2) years, but he or she can serve in a standing or ££1 W committee established in accordance with this constitution and by—laws.

6.3 Temporary Vacancies

6.3.1 Subject to the Provisions of Subsection 5.2.7, the Executive Committee may by a vote of two— thirds majority of its members appoint a member in good standing to fill a vacant position on the Executive Committee pending the conduct of a by—election to fill the vacant position.

6.4 Dissolution

6.4.1 The entire Executive Committee shall be dissolved by a special resolution of two—thirds majority vote if it is found to be working contrary to or in flagrant disregard of the purposes of the Association or if it is operating in persistent disregard of the provisions of the constitution and by—laws of the Association.

6.4.2 The process and procedure outlined in articles 6.4.1 and 9.4 herein shall apply with necessary modifications to the process of dissolving a standing committee.

6.5 Caretaker Committee

6.5.1 Upon the dissolution of an Executive Committee before the end of its tenure a Caretaker Committee, comprising of five (5) or seven (7) members, shall be elected by the general meeting to exercise the powers and perform the functions of the Executive Committee and oversee the affairs of the Association until a new election is conducted and a new Executive Committee constituted.

6.5.2 Within seven days of its dissolution, each member of the Executive Committee shall submit all Association’s materials in their care or possession to the Caretaker Committee.

- 6.5.3 The term of a Caretaker Committee shall not exceed three (3) months, subject to renewal for a further three (3) months by the general meeting.
- 6.5.4 The Caretaker Committee shall work towards the conduct of a new election to constitute a new Executive Committee, and in furtherance of this, it shall promptly constitute an Electoral Commission to conduct an election.
- 6.5.5 Any member of the Caretaker Committee interested in vying for office must resign their membership from the Committee at least one (1) month before the date of the election in which they wish to participate is held.
- 6.5.6 The general meeting shall elect the chair, secretary and such other officers it may deem necessary for the effective discharge of the duties of the Committee.
- 6.6 Resignation**
- 6.6.1 Without prejudice to the foregoing, an officer may resign his or her office by delivering to the President (or the Vice President, if the resigning officer is the President) 30 days' written notice to that effect; stating the reason for the resignation, and such notice shall take effect at the end of the notice period.

Article VII Elections

- 7.1 Electoral Commission**
- 7.1.1 Three (3) months to the expiration of the two (2) year term of the Executive Committee, the general meeting shall elect an Electoral Commission comprising of a Chairman and 2 members to conduct elections into the next Executive Committee
- 7.1.2 The Electoral Commission shall provide guidelines consistent with the provisions of these constitution and by-laws and ensure that the elections is free and fair.
- 7.1.3 A member in good standing may nominate himself or another member in good standing to run for an office in the Executive Committee and submit the nomination to the Electoral Commission at least fourteen (14) days before the date of election.
- 7.1.4 Subject to the provision of the constitution and bylaws, every individual member in good standing or family member in good standing who is 19 years of age or above shall be eligible to vote or be voted for in a general election into any office of the Association, including the Executive Committee PROVIDED that no member of the Electoral Commission shall be eligible to vote or be voted for in the election they are conducting.

Article VIII: Meetings

- 8.1 Frequency**
- 8.1.1 General meetings shall be held on the first Sunday of every month at such time and place as the Executive Committee shall deem convenient but the Executive Committee shall have power to

adjust the day of a general meeting to any other Sunday of the same month if there are justifiable and compelling reasons to warrant it.

- 8.1.2 The frequency or schedule of the general meeting may be changed by a two— thirds majority vote of members present at a general meeting PROVIDED that the agenda containing the item to adjust the frequency and schedule of general meeting was specifically contained in a notice of meeting circulated to members at least one (1) month before the meeting where the vote is to be taken.

8.2 Who may preside?

- 8.2.1 All general meetings shall be presided over by the President or the Vice President in the absence of the President, or by the General Secretary in the absence of the President and Vice President. In the anticipated absence of these officers, the Executive Committee shall by a simple majority appoint one of its officers to preside.

8.3 Behaviour during Meetings

- 8.3.1 During meetings members shall air their views with decorum and comportsment and in an orderly manner after recognition by the President or presiding person but only one member may have the floor at a time and speak for no more than 2 minutes unless directed to speak for a lesser or longer period.
- 8.3.2 Any member who exhibits disorderly behaviour during meetings shall of his or her own volition or upon the request of another member render a sincere apology for to the house and the person(s) wronged; and a member who neglects to render the apology shall, after 1 general meeting subsequent to that in which the disorderly behaviour occurred, cease to be a member in good standing until the apology is rendered. In this section, “a disorderly behaviour” is one which, in the opinion of a simple majority of members present at the meeting, has molested, interrupted, hindered or agitated one or more members at the meeting or one which otherwise deprived the meeting of its peace and quiet.

8.4 Voting during Meetings

- 8.4.1 Voting at meetings of the Association shall be by show of hands, except where the presiding officer directs otherwise but voting during elections shall be by secret ballot. The presiding officer at any meeting shall have a casting vote in the event of a tie.

8.5 Notice of Meetings

- 8.5.1 Notice of general meetings shall stipulate the time, date and location of the meeting
- 8.5.2 Notice of all meetings and the minutes of the previous meetings shall be emailed to all members of the Association by the general secretary or to all members of a committee by the secretary of that committee, at least 7 days before the date of the meeting.

8.6 Quorum

- 8.6.1 At any meeting a quorum shall be formed by the presence of either 15 members or 50% of the total number of members of the Association, whichever is less PROVIDED that if there

is no quorum the members present shall by a simple majority vote agree that the meeting proceed. In that event, the meeting shall be deemed to have acquired a valid quorum.

8.6.2 The subsequent fall in the number of members present at a meeting after its initial acquisition of quorum shall not dispossess the meeting or committee from continuing to have a quorum or from validly concluding its business of the day.

8.6.3 The language of proceedings and the minutes of all meetings shall be English Language

8.7 Order of Business

8.7.1 The order of business at any meeting of the Association shall be relaxed and interactive. It may also include a recess at the discretion of the presiding officer. Such order of business shall be conducted in an orderly fashion in accordance with the agenda of the day.

8.8 Attendance by observers

8.8.1 Non—members may attend and speak at general meetings as observers but shall not have the right to propose a motion or resolution or participate in any vote

8.9 Annual General Meeting (AGM)

8.9.1 The Annual General Meeting of the Association shall be held not later than July of each calendar year, and the Association's business year shall run from 1st July to 30th June of the following year.

8.10 Extraordinary General Meeting or Emergency meeting

8.10.1 The President or two—thirds majority of the Executive Committee members, or 10% of the total number of members in good standing may request the General Secretary of the Association to convene an extraordinary general meeting to discuss a matter which in the opinion of the requestor(s) is so urgent that to wait till the next General Meeting might occasion undue or irreparable harm to the Association or to the generality of the members of the Association.

Article IX Standing & Adhoc Committees

9.1 Establishment, Composition and Tenure

9.1.1 The President shall, from time to time, after due consultation with the members of the Executive Committee, appoint members to a standing and/or adhoc committee as may be necessary or appropriate for such purposes, and subject to the ratification of the General Meeting, with such powers as the Executive Committee may deem fit.

9.1.2 Standing and/or adhoc committees shall formulate its own rules and meet as often as the nature of their assignment require, subject to the terms of reference provided by the Executive Committee.

9.1.3 Any committee member may be remove by resolution of the Executive Committee subject to the ratification of the general house.

9.2 Dissolution

- 9.2.1 All standing committees shall be deemed dissolved at the end of the tenure of the Executive Committee that constituted them. However, if an interim executive is constituted at the end of the tenure of the former executive, the members may, by a simple majority, extend the tenure of the existing standing committees or any of them for the purpose of the smooth running of the Association

Article X Finance

10.1 Sources of Funds

- 10.1.1 Without limiting its powers under article 3 of this constitution, the Association shall generate funds through members' dues, fundraising activities, grants, fines, voluntary contributions, donations and by any other lawful means deemed appropriate by the Executive Committee.

10.2 Financial Statement

- 10.2.1 The Financial Statement of the Association shall be prepared and reviewed by the Executive Committee and presented to the general meeting by the Financial Secretary for approval before filing any yearly statutory report required by law.
- 10.2.2 Copies of the financial statement shall be made available to individual members at the annual general meeting.
- 10.2.3 The Association's bank(s) statement(s) of account shall be distributed to members on an annual basis during the Annual General Meeting.

10.3 Remuneration

- 10.3.1 No officer or member of the Association shall be entitled to any remuneration or pecuniary benefit for his or her services to the Association. However, the Association shall refund to any officer or member reasonable expenses incurred by that person at the prior authority and on behalf of the Association, upon the person's presentation of valid receipts.

10.4 Banking Matters

- 10.4.1 The account(s) of the Association shall be maintained only in a bank or banks recognized by the province of British Columbia, approved by the Executive Committee, and ratified by a simple majority of members.
- 10.4.2 The Association shall maintain both checking and savings accounts and all payments to be made by the Association shall be by cheques or electronic transfer.
- 10.4.3 The President, Treasurer and the General Secretary shall be the authorized signatories to the Association's accounts but the President and any one of the other signatories shall be sufficient to effect withdrawals from the Association's accounts or sign its cheques.

10.5 Internal Audit

- 10.5.1 There shall be an annual internal audit of the accounts of the Association by an Auditor or Auditors who shall be appointed at the Annual General Meeting.
- 10.5.2 There shall be an external audit of the association's accounts every two years to coincide with the end of every executive committee tenure. The external Auditor shall be appointed at the Annual General Meeting.
- 10.5.3 All Audit Reports shall be presented at the General Meeting not later than two months after the Annual General Meeting.
- 10.5.4 The financial secretary, Treasurer and committee chairs shall provide their electronic and/or paper records to the Auditor(s) immediately upon appointment of such Auditor(s).
- 10.5.5 The general meeting may vote by a simple majority to suspend the internal audits in years where there is an external audit.

Article XI Dissolution and Winding up

- 11.1 The Association may be dissolved pursuant to the Provisions of the Societies Act of British Columbia of by an order of the Lieutenant Governor-in-Council.
- 11.2 Upon winding up or dissolution of the Association, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by a simple majority of members of the Association at the time of winding up or dissolution. This policy shall be unalterable.

Article XII Amendment

12.1 Amendments

- 12.1.1 The Constitution and Bylaws of the Association shall not be altered or amended except by special resolution of seventy—five percent (75%) of the total membership vote at a general meeting. The notice of such general meeting shall contain an agenda item specifying the details of the proposed amendment and shall be issued to all members at least 30 (thirty) days before the general meeting at which the vote shall be had.

12.2 Interpretation

- 12.2.1 Where there is a clear ambiguity in the wording or understanding or interpretation of these constitution and by—laws or where matter arises that is not specifically covered herein, the interpretation or guidance offered by a member who is associated with the legal profession shall prevail but same may be over—ridden by the interpretation or guidance provided by a two—thirds majority vote of the Association voting at a general meeting. The notice of such general meeting shall contain an agenda item specifying the details of the proposed interpretation and

shall be issued to all members at least 30 (thirty) days before the general meeting at which the vote shall be had.

12.3 Implementation and Application

12.3.1 The Constitution and by—laws of the Association is binding on all members and organs of the Association.

12.3.1.1 Subject to the foregoing, in the implementation and application of these constitution and by—laws utmost regard shall be had for the need to promote mutual love and brotherliness among members; the need to promote excellence and probity in the execution of the affairs of the Association, and the need to diligently comply fully with all applicable laws of British Columbia and of Canada.

Article XIII Miscellaneous

13.1 Members' Entitlement to a Copy if Constitution and Bylaws

13.1.1 On being admitted to membership, each member shall be given, without charge, a copy of the Constitution and Bylaws of the Association.

13.2 No Distribution of Profit

13.2.1 Members shall not however profit from any business or activity of the Association.

13.3 Employment

13.3.1 In the event that the Association engages employees, such employees shall be responsible and accountable to the general meeting through the Executive Committee, which shall supervise such employees.

13.4 Standing Events

13.4.1 The Association shall have and host a community/BBQ event in the second week of August and a Nigeria Independence Anniversary event at every first weekend following October 1 PROVIDED always that the Executive Committee shall have power to adjust the dates of each event if in its judgment some special circumstances warrant such an adjustment.

13.5 Matters of the Moment

13.5.1 Subject to the provisions of these constitution and by—laws, the Executive Committee shall have the power to act on behalf of the Association in matters that may arise in the future but which are not specifically provided for herein.

13.5.2 With reference to article 13.5.1 herein, any such act(s) of the Executive Committee not specifically covered by this constitution and by—laws shall be reported to the members in the next general meeting immediately following the act(s) for ratification.

- 13.5.3 Notwithstanding the foregoing, the Executive Committee shall ensure, when undertaking any such acts not specifically covered by these constitution, that it restricts itself to taking only actions that are necessary and urgent in light of all the circumstances and which owing, to its necessity and urgency, cannot reasonably be expected to await the deliberation of the members in the next general meeting.

Amendment History:

Amendment 002:

Date of Special Resolution: November 1st, 2020

Committee: N/A (Research & proposal prepared by Mike Iwerima, NCABC P.R.O.)

Schedule of Amendments: outlined below

PREVIOUS BY-LAW	AMENDMENT 002
<p>By-laws, Article IV, Section 4.1, Subsection 4.1.2: Subject to the provision of this constitution and bylaws, an applicant shall be granted membership when he or she submits a completed application form and pays the full or first installment of the annual membership fee associated with his or her category of membership.</p>	<p>Modified as: Subject to the provision of this constitution and bylaws, an applicant shall be granted membership when he or she submits a completed application form and pays the fixed membership registration fee of \$20.00 per membership category and full or first installment of the annual membership subscription fee associated with his or her category of membership.</p>
<p>By-laws, Article IV, Section 4.3, Subsection 4.3.1: The annual membership dues, payable by instalments or by lump sum, shall be</p> <p>(a) Individual Membership: \$ 120.00 (b) Family Membership: \$ 150.00 (c) Associate Membership: \$ 120.00 (d) Corporate Membership: \$ 180.00 (e) Student Membership: \$ 50.00</p>	<p>Modified as: The annual membership dues, payable by instalments or by lump sum, shall be</p> <p>(a) Individual Membership: \$ 30.00 (Except seniors shall pay \$ 0.00) (b) Family Membership: \$ 50.00 (c) Associate Membership: \$ 120.00 (d) Corporate Membership: \$ 180.00 (e) Student Membership: \$ 0.00</p>

Amendment 001:

Date of Special Resolution: May 3rd, 2020

Committee: Josiah Akinsanmi, Felicia Aregheore, Tubosoye Brown, Victor Osifo, Gabriel Esu

Schedule of Amendments: outlined below

PREVIOUS BY-LAW	AMENDMENT 001
<p>By-laws, Article I, Section 1.1 and Article 2, Section 2,1: <i>Non-existent</i></p>	<p>Lifted from the Constitution of NCABC</p>
<p>By-laws, Article IV, Section 4.2, Subsection 4.2.1.6: Student Membership shall be available to any student, who is legally resident in British Columbia, is at least 19 years of age and meets the requirements of individual membership.</p>	<p>Modified as: Student Membership shall be available to any student of a post secondary institution, who is legally resident in British Columbia, is at least 19 years of age and meets the requirements of individual membership</p>
<p>By-laws, Article IV, Section 4.3, Subsection 4.3.3: Any person that joins the Association after July of the year shall pay one—half of the annual membership due associated with his or her category of membership, and such a member shall be deemed a member in good standing.</p>	<p>Modified as: Any person that joins the Association after July of the year shall pay one—half of the annual membership due associated with his or her category of membership, and such a member shall be deemed to have fulfilled his or her annual dues obligation for that year.</p>
<p>By-laws, Article IV, Section 4.4, Subsection 4.4.1 (g) (ii): Has attended at least 50% of the total number of meetings in the past 12 Months.</p>	<p>Modified as: Has attended at least 50% of the total number of meetings in the past 12 Months or the duration of his or her membership, if less than 12 months in the Province of British Columbia, subject to (iii) below.</p>
<p>By-laws, Article IV, Section 4.4, Subsection 4.4.1 (g) (iii): <i>Non-existent.</i></p>	<p>Added as: Notwithstanding the foregoing, section 4.4.1(g)(ii) above shall NOT apply to members who reside outside the Lower Mainland.</p>
<p>By-laws, Article IV, Section 4.4, Subsection 4.4.2 (a): a member shall be deemed a member in good standing immediately upon paying all arrears of his or her previous annual dues; and</p>	<p>Modified as: a previously active member shall be deemed to have fulfilled his or her annual dues obligation as per section 4.4.1(g)(i) immediately upon paying at least one calendar year arrears of his or her previous annual dues; and</p>
<p>By-laws, Article IV, Section 4.4, Subsection 4.4.2 (b): <i>Non-existent.</i></p>	<p>Added as: a previously active member shall be deemed to have fulfilled his or her meeting attendance obligation as per section 4.4.1(g)(ii) upon proof that he or she have been outside the lower mainland or incapacitated for part or all of the last 12 months.</p>
<p>By-laws, Article V, Section 5.2, Subsection 5.2.1: The Executive Committee shall consist of officers duly elected in elections conducted by an electoral commission established in accordance with the provisions of these bylaws.</p>	<p>Modified as: The Executive Committee shall consist of officers duly elected in elections conducted by an electoral commission established in accordance with the provisions of these bylaws. Elections shall be held every two years in the month</p>

	of June and the elected officers shall be sworn-in in the month July during or after the Annual General Meeting.
By-laws, Article V, Section 5.2, Subsection 5.2.7: In the event of any office of the Executive Committee becoming vacant as a result of resignation, or death of an officer (i.e. member of the Executive Committee), the Executive Committee shall inform the general members at the next general meeting of the Association and the house shall proceed to conduct an election to fill the vacancy by the next general meeting.	Modified as: In the event of any office of the Executive Committee becoming vacant as a result of resignation, removal or death of an officer (i.e. member of the Executive Committee), the Executive Committee shall inform the general members at the next general meeting of the Association and the house shall proceed to conduct an election to fill the vacancy within the next three general meetings.
By-laws, Article V, Section 5.3, Subsection 5.3.1: The Executive Committee shall consist of the President, Vice President, General Secretary, Assistant General Secretary, Treasurer, Financial Secretary, Social Secretary, Public Relations Officer, Provost, Women Affairs Secretary, and Youth Affairs Secretary	Modified as: The Executive Committee shall consist of the President, Vice President, General Secretary, Assistant General Secretary, Treasurer, Financial Secretary, Social Secretary, Public Relations Officer, and Youth Affairs Secretary
By-laws, Article V, Section 5.3, Subsection 5.3.3: In the case of all other offices in the Executive Committee, no person shall be elected unless that person has been resident in British Columbia for at least two years and has been a member of the Association in good standing for at least the last one year immediately preceding the date of the election.	Modified as: In the case of all other offices in the Executive Committee, no person shall be elected unless that person has been resident in British Columbia for at least one year and has been a member of the Association in good standing for the one year.
By-laws, Article V, Section 5.3, Subsection 5.3.6: Notwithstanding the foregoing or any provisions of this constitution and by— laws, the general meeting may by two—thirds majority vote, to authorize the election into the Executive Committee of a member who	Modified as: Notwithstanding the foregoing or any provisions of this constitution and by— laws, the general meeting may by two—thirds majority vote, authorize the election into the Executive Committee of a member who may not meet the requirement stated in 5.3.3 but whose professional qualifications and experience are relevant to the position he or she is aspiring to hold.
By-laws, Article V, Section 5.4, Subsection 5.4.1 (c): Shall present the opening address at the Annual General Meeting (AGM) in which he or she would detail a course of action and needed direction and guidance for the Association.	Modified as: Shall present the opening address at the Annual General Meeting (AGM) in which he or she would detail the progress made by the association in the foregoing year and a course of action and needed direction and guidance for the Association.
By-laws, Article V, Section 5.4, Subsection 5.4.1 (iv): <i>Non-existent.</i>	Added as: Appoint an adhoc provost (if required) at any meeting
By-laws, Article V, Section 5.4, Subsection 5.4.5 (d): <i>Non-existent.</i>	Added as: Shall keep electronic record for all activities including date, amount and source for all revenues and incomes
By-laws, Article V, Section 5.4, Subsection 5.4.6 (d): <i>Non-existent.</i>	Added as: Shall keep electronic records for all activities including date, amount and purpose for all payments and expenditures
By-laws, Article V, Section 5.4, Subsection 5.4.10 (a)-(c): <i>The duties of “the Women Affairs”.</i>	Delete Entirely:
By-laws, Article V, Section 5.4, Subsection 5.4.11 (a)-(b): <i>The duties of the “the Provost”.</i>	Delete Entirely:
By-laws, Article VI, Section 6.5, Subsection 6.5.5: The Caretaker Committee shall request all executive members from the dissolved Executive Committee to immediately handover to it all Association’s documents and property in their care and possession.	Delete:
By-laws, Article VI, Section 6.6, Subsection 6.6.1: Without prejudice to the foregoing, an officer may resign his or her office by delivering to the President 30 days’ written notice to that effect; stating the reason for the resignation, and such notice shall take effect at the end of the notice period.	Modified as: Without prejudice to the foregoing, an officer may resign his or her office by delivering to the President (or the Vice President, if the resigning officer is the President) 30 days’ written notice to that effect; stating the reason for the resignation, and such notice shall take effect at the end of the notice period
By-laws, Article VIII, Section 8.7, Subsection 8.7.1: The order of business at any meeting of the Association shall be relaxed and interactive. It may also include a recess time of 5—10 minutes at the discretion of the presiding officer. Such order of business shall be conducted to broadly, but not strictly, align with the following procedure: Call to Order/Welcome, Opening Prayer, Amendment/Adoption of the Agenda for the meeting, Singing of the Nigerian and Canadian Anthems, Reading, Amendments and Passing of Minutes of Previous the last Meeting, Business arising from the Minutes, New Business, Finance, Adjournment, Closing Prayer.	Modified as: The order of business at any meeting of the Association shall be relaxed and interactive. It may also include a recess at the discretion of the presiding officer. Such order of business shall be conducted in an orderly fashion in accordance with the agenda of the day.
By-laws, Article VIII, Section 8.9, Subsection 8.9.1:	Modified as:

The Annual General Meeting of the Association shall be held not later than December of each calendar year, and the Association's business year shall run from 1st November to 30th October of the following year.	The Annual General Meeting of the Association shall be held not later than July of each calendar year, and the Association's business year shall run from 1st July to 30th June of the following year.
By-laws, Article IX, Section 9.1, Subsection 9.1.1: <i>List of standing committees</i>	Delete Entirely:
By-laws, Article IX, Section 9.1, Subsection 9.1.2: The President may, after due consultation with the members of the Executive Committee, appoint members to a standing committee and each committee shall be constituted by no less than three (3) members and no more than seven (7) members.	Modify as (Subsection 9.1.1): The President shall from time to time, after due consultation with the members of the Executive Committee, appoint members to a standing and/or adhoc committee as may be necessary or appropriate for such purposes, and subject to the ratification of the General Meeting, with such powers as the Executive Committee may deem fit.
By-laws, Article IX, Section 9.1, Subsection 9.1.3: All standing committees, shall be headed by an officer of the Executive Committee whose office covers the program or sphere of operation of the standing committee's work, and that officer shall make periodic reports of the activities of the committee to the Executive Committee and general meeting.	Delete Entirely:
By-laws, Article IX, Section 9.1, Subsection 9.1.4: Standing committees shall meet as often as the nature of their assignments require.	Modified as (Subsection 9.1.2): Standing and/or adhoc committees shall formulate its own rules and meet as often as the nature of their assignments require, subject to terms of reference provided by the Executive Committee.
By-laws, Article IX, Section 9.1, Subsection 9.1.5: <i>Non-existent.</i>	Added as: Any committee member may be removed by resolution of the Executive Committee subject to the ratification of the general house
By-laws, Article IX, Section 9.3, Subsection 9.3.1 – 9.3.8: <i>Functions of the listed standing committees.</i>	Delete Entirely:
By-laws, Article X, Section 10.2, Subsection 10.2.3: The Association's bank(s) statement(s) of account shall be distributed to members on a quarterly annual basis by email.	Modified as: The Association's bank(s) statement(s) of account shall be distributed to members on an annual basis during the Annual General Meetings.
By-laws, Article X, Section 10.4, Subsection 10.4.2: The Association shall maintain both checking and savings accounts and all payments to be made by the Association shall be by cheques.	Modified as: The Association shall maintain both checking and savings accounts and all payments to be made by the Association shall be by cheques or electronic transfer.
By-laws, Article X, Section 10.5: <i>Non-existent.</i>	Added as: Section 10.5 - Internal Audit <u>Subsection 10.5.1:</u> There shall be an annual internal audit of the accounts of the Association by an Auditor or Auditors who shall be appointed at the Annual General Meeting. <u>Subsection 10.5.2:</u> There shall be an external audit of the association's accounts every two years to coincide with the end of every executive committee tenure. The external Auditor shall be appointed at the Annual General Meeting. <u>Subsection 10.5.3:</u> All Audit Reports shall be presented at the General Meeting not later than two months after the Annual General Meeting. <u>Subsection 10.5.4:</u> The financial secretary, Treasurer and committee chairs shall provide their electronic and/or paper records to the Auditor(s) immediately upon appointment of such Auditor(s). <u>Subsection 10.5.5:</u> The general meeting may vote by a simple majority to suspend the internal audits in years where there is an external audit.

Amendment 000:

Date Filed: January 20th, 2017

Committee: Josiah Akinsanmi, Felicia Aregheore, Tubosoye Brown, Victor Osifo

Schedule of Amendments: N/A