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# DRAFT BYLAWS

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PLEASE REVIEW CAREFULLY



MAY 2, 2020

LIBERIAN ASSOCIATION OF TORONTO AND SURROUNDINGS (LATS)  
Toronto, Ontario

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# Bylaws – Liberian Association of Toronto and Surroundings (LATS)

## Declaration of Establishment

### **PREAMBLE**

WHEREAS, we as a concern group of Liberians and people of Liberian Descent residing in Toronto and surroundings; irrespective of our religious and political ideology, gender identity or ethnicities;

DETERMINED to promote the positive image and common values of Canada and Liberia and foster cooperation between our two nations, cultures and people;

RESOLVED to ensure cooperation between our community and the broader Canadian society through active engagement and participation in community building initiatives

REALIZING the urgency to build a vibrant and thriving Liberian diaspora community and forge inter-beneficial partnerships that focuses on passing a legacy to future generations to come;

DO HEREBY organize and incorporate ourselves into a non-governmental, non-profit Corporation to be known and styled “Liberian Association of Toronto and Surroundings (LATS).”

## Enactment

BE IT ENACTED as a by-law of the Corporation as follows:

### Section 1 - General

#### 1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "board" means the board of directors of the Corporation and "director" means a member of the board;
- d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e) "meeting of members" includes an annual, special or regular meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f) "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### 1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

#### 1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

#### **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the board of directors.

#### **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by no less than two (2) officers (President and Financial Officer) of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.07 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents are available at a members meeting or the registered office of the Corporation and any member may, on request, obtain a copy free of charge in other forms applicable.

## **Section 2 - Membership – Matters requiring special resolution**

#### **2.01 Membership Conditions**

Membership in the Corporation shall be available only to individuals who are Liberians or of Liberian Descent and others interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

## **Regular Members**

- a) Regular membership shall be available only to Liberians and people of Liberian Descent and shall have full voting rights who have applied and have been accepted for regular membership in the Corporation.
- b) The term of membership of a Regular Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) As set out in this bylaw, each Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular Member shall be entitled to one (1) vote at such meetings.

## **Affiliate Members**

- a) Affiliate membership shall be available to non-Liberians who have applied and have been accepted for Associate membership also known as non-voting membership in the Corporation.
- b) The term of membership of an Affiliate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) Subject to this bylaw, an associate (non-voting) member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- d) Pursuant to the provision of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described herein.

### **2.02 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting and affiliate members by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 7 to 14 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during the same time period

Pursuant to the provision of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

### **2.03 Absentee Voting by Mail Ballot or Other Means**

Pursuant to the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or other means if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## Section 3 - Membership dues, termination and discipline

### 3.01 Membership Dues

Members shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the rights of the members in default shall automatically cease until accounts are settled accordingly. If the default goes for more than six months consistently, the members in default shall automatically cease to be members of the Corporation.

### 3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### 3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## Section 4 - Meetings of members

### 4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, affiliate members, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### 4.02 Chair of the Meeting

In the event that the president, vice president and secretary general of the corporation are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### 4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.



#### **4.04 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **Section 5 – Directors**

#### **5.01 Election and Term**

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

## **Section 6 - Meetings of Directors**

#### **6.01 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

#### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.04 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **6.05 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **Section 7 – Offices**

### **7.01 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation shall have the following duties and powers associated with their positions:

- a) Chair of the Board - The chair of the board shall be elected by members of the board and shall be a director. The chair of the board shall, when present, preside at all

meetings of the board of directors. The chair shall have such other duties and powers as the board may specify.

- b) Vice-Chair of the Board - The vice-chair of the board shall be elected by members of the board and shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board of directors. The vice-chair shall have such other duties and powers as the board may specify.
- c) Secretary – the secretary of the board shall be elected by members of the board and shall attend and be the secretary of all meetings of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the board.
- d) Treasurer - the treasurer of the board shall be elected by members of the board and shall have such powers and duties relating to financial oversight of the corporation as well as the board may specify.

## **7.02 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any executive of the board through a two third majority vote of the board. Unless so removed, an executive shall hold office until the earlier of:

- a) the executive's successor being appointed,
- b) the executive's resignation,
- c) such executive ceasing to be a director or
- d) such executive's death.

If the office of any board executive of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **Section 8 – Notices**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a

director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped where applicable, type-written or printed or partly written, stamped where applicable, type-written or printed.

#### 8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### 8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## Section 9 – Elected Officials

### 9.01 Composition of Elected Officials

Elected officials shall be comprised of the following:

- a) President
- b) Vice President
- c) General Secretary
- d) Financial Officer

## **9.02 Elections and Terms**

Elected officials of the corporation shall be elected at an annual meeting or conference as prescribed in this bylaw or unless the board fixed another date and so notified the membership every two (2) years and shall not be subject to term limits. An Independent Elections Commissions shall be appointed by the board to organize and manage the electoral process consistent with the bylaws.

## **9.03 Impeachment or Vacancy in Office**

In the absence of a written agreement to the contrary, the members may remove, for cause, any elected official through a two third majority vote of the membership through due process and proceedings as established by the board. Unless so removed, an elected official shall hold office until the earlier of:

- a) the official's successor being appointed,
- b) the official's resignation,
- c) such official ceasing to be a member or
- d) such official's death.

If any of these elected offices of the Corporation shall be or become vacant, special elections may be organized or the board may appoint by resolution, an acting official to fill such vacancy until such time elections are conducted in accordance with the bylaws.

# **Section 10 – Duties**

## **Duties of Elected Officials**

### **10.01 President**

- a) The President shall serve as its chief executive officer and generally has all of the powers and duties of any president of any other corporation organized under the Act. These powers generally include, but are not limited to, appointing committees, calling special meetings of the association members, establishing agendas for all association meetings, and presiding over those meetings.
- b) At the beginning of his or her term, the President shall help the board define the association's goals and establish a plan for achieving each of those goals, including periodic reviews during the year of goals and progress made toward meeting them.
- c) The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

## **10.02 Vice President**

- a) The Vice President is the second in command and supports the President by overseeing internal operations and takes charge of the corporation's overall business when the President is absent or unavailable as well as other duties assigned by the president from time to time.

## **10.03 General Secretary**

- b) The General Secretary is the head of the Corporation's secretariat including being the guardian of the process of meetings such as arrangements for meetings, including AGMs, keeping formal records of processes and decisions minutes and general correspondences.
- c) Support the corporation as may be deemed necessary from time to time

## **10.04 Financial Officer**

- a) The Financial Officer shall assist in budget preparation and management including the development of financial policies to ensure operational efficiency.
- b) Conduct periodic financial analysis to identify and resolve issues, gaps or variances as well as manage cash controls and maintain book keeping up-to-date.
- c) Ensure maintenance of the general and subsidiary ledgers including tracking investments and maintaining relevant cash reserves.
- d) Ensure all expenses are within assigned budget.
- e) Oversee the preparation of all financial statements and invoices as required.
- f) Ensure account receivables and payables activities are performed accurately and timely.
- g) Ensure that financial transactions are properly updated and recorded.
- h) Manage the preparation of balance sheets, income statements and expense reports.
- i) Ensure data integrity in all financial reporting and updated financial records.
- j) Perform finance analysis, reporting and management tasks.

# **Section 11 – Qualifications**

## **Qualifications of Elected Officials**

### **11.01 President**

- a) Must be a member in good standing and a model citizen within the community.
- b) Must be a resident within the geographical bounds of the corporation and a member not less than one year.
- c) Must be at least 18 years of age and legally able to contract in Canada
- d) Must have legal status in Canada

- e) A minimum of a post-secondary education from a recognized academic institution or equivalent.

#### **11.02 Vice President**

- a) Must be a member in good standing and a model citizen within the community.
- b) Must be a resident within the geographical bounds of the corporation and a member not less than one year.
- c) Must be at least 18 years of age and legally able to contract in Canada
- d) Must have legal status in Canada
- e) A minimum of a post-secondary education from a recognized academic institution or equivalent.

#### **11.03 General Secretary**

- a) A minimum of a post-secondary education from a recognized academic institution or equivalent.
- b) Must be a resident within the geographical bounds of the corporation and a member not less than one year.
- c) Must be at least 18 years of age and legally able to contract in Canada
- d) Must have legal status in Canada
- e) Must be a member in good standing and a model citizen within the community.
- f) In addition to routine secretarial functions such as filing, scheduling appointments, managing correspondences, taking minutes or typing documents, the general secretary must be able to conduct research, prepare reports for the executive committee and manage sensitive information including the corporate records of the corporation.
- g) Must be well versed in Microsoft office and other application information technology skills.

#### **11.04 Financial Officer**

- a) A minimum of a post-secondary education from a recognized academic institution in finance, economics, accounting or equivalent experience.
- b) Must be a resident within the geographical bounds of the corporation and a member not less than one year.
- c) Must be at least 18 years of age and legally able to contract in Canada
- d) Must have legal status in Canada
- e) Must be a member in good standing and a model citizen within the community.
- f) A minimum of 2 years' experience in a similar role.

## Section 12 – Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves have similar mandates subject to the provisions of the Act.

## Section 13 – Dispute Resolution

### 13.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

### 13.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no



disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## Section 14 – Amendments

This bylaw may be amended upon a two-thirds (2/3) votes of the membership present and voting at a regular/annual meeting of the corporation, provided that a copy of the proposed amendment shall have been received by each member of the corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

## Section 15 – Effective Date

This bylaw shall become effective immediately upon adoption by a two-thirds (2/3) vote of the membership of the corporation present and voting. In witness whereof, the undersigned Incorporators have subscribed their names to the Articles of Incorporation on this the day of

Signatures

Province of Ontario

City of Toronto