

# EDO STATE MULTICULTURAL SERVICES

## CONSTITUTION

### ARTICLE 1 - Main Purpose

#### 1.1 Section 1

The Edo State Multicultural Services (ESMS) is a non-profit charitable organization, incorporated in Ontario to pursue the Objectives stated herein under, and to operate in accordance with the By-laws as herein set forth.

#### 1.2 Section 2 - NAME

The name of shall be "**Edo State Multicultural Services**" herein referred to as **ESMS**.

#### 1.3 Section 3 - MOTTO

The Edo State Multicultural Services motto shall be "**Service to the People.**"

#### 1.4 Section 4 – LOGO

The Edo State Multicultural Services logo shall consist of **Ada, Eben, Two Tigers** and **an Eagle**.

### ARTICLE 2 - OBJECTIVES

The objectives of the ESMS are:

- 2.1** To provide education counseling and other support services for immigrants and refugees, including language instruction, employment training, job search programs, translation services and information programs on Canadian culture and life.
- 2.2** To relieve poverty by providing food and other basic supplies to persons of low income, by establishing, operating and maintaining shelters for the homeless, and by providing counseling and other similar programs to relieve poverty.
- 2.3** To develop and promote public health in developing nations by educating and instruction the public on prevention of and curative measures for, health problems and by researching and documenting changes in the health of the community.
- 2.4** To educate the public about the causes and effects of, and treatments for, substance abuse by offering courses, seminars, conferences and meetings and by collecting and disseminating information on the topic.

## **ARTICLE 3 – OPERATION**

### **3.1 Section 1**

**3.1.1** The operations of the ESMS shall be carried on without the purpose of gain for its members and any profits or other accretions to the ESMS shall be used in promoting its objects.

**3.1.2** The ESMS (Charity) shall be subjected to the Charities Accounting Act and the Charitable Gifts Act.

**3.1.3** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit for their positions as such provided that the director may be paid reasonable expenses incurred by them in the performance of their duties.

**3.1.4** The borrowing power of the ESMS pursuant to any By-law passed and confirmed in accordance with section 59 of the Corporation Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the ESMS shall not be so limited if the borrows on the security of real or personal property.

**3.1.5** If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee that the corporation has failed to comply with any of the provisions of the Charities Accounting Acts or the Charitable gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to Make an order under subsection 317(1) of the Corporation Act to cancel the letters patent of the ESMS and declare them to be dissolved.

**3.1.6** Upon the dissolution of the ESMS and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.

**3.1.7** To invest the fund of the ESMS in such manner as determined by the directors, and in making such investments the Board of Directors shall not be subject to the Trustee Act, but provided that such investment are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly a conflict of interest.

**3.1.8** For the above objects (Article 2), and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporation Act, or by any other statues or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.

### **3.2 Section 2**

**3.2.1** The head office of the ESMS shall be situated within the Greater Toronto Area in the Province of Ontario.

## **ARTICLE 4 - MEMBERSHIP**

Membership of the ESMS shall be opened to all Africans and Canadians, 18 years old and above, who are genuinely interested in furthering the objectives of the ESMS and whose application for admission as a member has received the approval of the Board of Directors of the ESMS.

## **4.1 Section 1 – Categories**

Membership of ESMS shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Board of Directors.

There shall be three (2) categories of membership:

**4.1.1 Individual Membership** shall be conferred on any interested person who supports the objectives of ESMS. Individual Membership nominations shall be first recommended by the Board of Directors, and shall be ratified by the members at an Annual General Meeting.

**4.1.2 Honorary and Life Membership** shall be conferred on any respectable individuals who demonstrate genuine interest in helping to support the cause of ESMS. Honorary and Life Membership nominations shall be first recommended by the Board of Directors, and shall be ratified by the members at an Annual General Meeting.

## **4.2 Section 2 - Dues and Assessments**

**4.2.1** Members in the Individual, and Organizational categories shall pay annual dues and assessments as may, from time to time, be determined and approved by the Board of Directors.

**4.2.2** Special assessments of dues may be levied and assessed for purposes to be determined from time to time by the Board of Directors. Such dues and special assessments shall be due and payable within time limits prescribed by the Board of Directors.

**4.2.3** Honorary and life members shall not pay dues or assessments.

## **4.3 Section 3 - Responsibilities**

Members shall adhere to the By-Laws of the ESMS.

## **4.4 Section 4 - Privileges**

The appointed representative of member organization shall have the right to hold office in the ESMS, including the office of the President and the Vice President.

## **4.5 Section 5 - Resignation, Reinstatement**

**4.5.1** Resignation of membership may be made at any time with written notice to the President and shall be effective from the date of notice with no rebate on dues paid for that fiscal year.

**4.5.2** In the event of reinstatement of a membership that was forfeited with outstanding dues or levies unpaid, the payment of such unpaid amounts shall be a prerequisite of reinstatement.

## **4.6 Section 6 - Suspension, Disqualification**

Any member may be suspended or disqualified for breach of the By-Laws or other cause, if served with written notice, and such member shall have the right to be heard within 30 days and to be represented by counsel before the Board of Directors, whose action shall be final.

## **ARTICLE 5 – MANAGEMENT**

### **5.1 Section 1 – Board of Directors**

**5.1.1** The management of the ESMS shall be by a Board of Directors which shall be competent to exercise all or any of the authorities, powers and discretions and shall do such acts and things as the ESMS is authorized by law to exercise and do; to enter into such agreements contract or arrangements as they may see fit and to provide for the execution thereof and the affixing of the ESMS' Seal thereof, including the borrowing of funds necessary to pursue its purposes.

**5.1.2** The Board shall be composed of the President, Vice President, the General Secretary, the Treasurer, the Financial Secretary, the Immediate Past President, and not less than six (6) other members.

**5.1.3** The Board of Directors shall have the power to establish Committees and Task Forces, with terms of reference and duties as shall be designated by the Board.

**5.1.4** A Director may be removed from office for any reason, which shall include, among other reasons:

(i) Absence for more than three (3) consecutive meetings without leave of absence acceptable to the Board of Directors

(ii) Cessation of membership or loss of good standing in the ESMS;

(iii) Undeclared conflict of interest.

If, following a 2/3rds majority vote of the Board of Directors, a resolution is passed expressing lack of confidence in any Officer or Director, the office of that Officer or Director shall be declared vacant forthwith.

**5.1.5** the Board of Directors shall have the power to remove a Committee or Task Force Chair from office. If, following a 2/3rds majority vote of the Board of Directors, a resolution is passed expressing lack of confidence in a Committee or Task Force Chair that Chair shall resign.

**5.1.6** Vacancies in the Board of Directors or Executive Committee, having been officially declared, shall be filled by appointment of the Board for the remainder of the term.

**5.1.7** Committee or Task Force Chair vacancies, having been officially declared, shall be filled by appointment of the Board for the remainder of the term.

## **5.2 Section 2 – Powers of the Board of Directors**

In furtherance of the objects but not otherwise the Board of Directors may exercise the following powers:

**5.2.1** Power to raise funds and to invite and receive contributions provided that in raising funds the Board of Directors shall not undertake any substantial permanent trading activities and shall conform to any relevant requirement of the law;

**5.2.2** Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain the equip it for use;

**5.2.3** Power subject to any consent required by law to sell, lease or dispose of all or any part of the property of the ESMS;

**5.2.4** Power subject to any consents required by law to borrow money and to charge all or any part of the property of the ESMS with repayment of the money so borrowed;

**5.2.5** Power to employ such staff (who shall not be members of the Board of Directors) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuating for staff and their dependants;

**5.2.5** Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

**5.2.6** Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

**5.2.7** Power to appoint and constitute such advisory committees as the Board of Directors may think fit;

**5.2.8** Power to do all such other lawful things as is necessary for the achievement of the objects.

## **5.3 Section 3 – Officers**

**5.3.1** The Officers of the ESMS shall be the President, the Vice President, the General Secretary, the Treasurer, and the Financial Secretary. Officers shall first be Directors and shall carry out the will of the Board.

## **5.4 Section 4 – Executive Committee**

**5.4.1** The Executive Committee shall consist of the Officers, Immediate Past President and one other Director.

**5.4.2** The Executive Committee shall generally exercise the powers of the Board of Directors between meetings of the Board and shall report its deliberations and actions to the Board for ratification.

## **5.5 Section 5 – Executive Administrator**

**5.5.1** The Board of Director may employ an Executive Administrator to administer the ESMS' affairs, upon such title, position description and conditions and at such remuneration as the Board, from time to time, shall approve.

## **5.6 Section 6 – Finance**

### **5.6.1 Banking**

All monies, securities and other valuable effects to be deposited in the name and to the credit of the ESMS (corporation) in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors.

### **5.6.2 Receipts and Expenditure**

(a) The funds of the ESMS, including all donations contributions, and bequests, shall be paid into an account operated by the Board of Directors as specified in 5.6.1 above. All cheques drawn on the account must be signed by the President and at least two members of the Executive Committee.

(b) The funds belonging to the ESMS shall be applied only in furthering the objects.

### **5.6.3 Property**

(a) Subject to the provisions of sub-section 5.6.2(b) the Board of Directors shall cause the title to all property to be registered in the name of ESMS.

### **5.6.4 Audit**

(i) The Auditors of the ESMS' financial records shall be qualified Chartered Accountants, appointed by the Board of Directors at their first meeting after the Annual General Meeting.

(ii) The Auditors shall audit the accounts and prepare complete financial statements for the preceding fiscal year, for presentation and approval by the members, at

the Annual General Meeting or the next Regular Meeting following their completion.

### **5.7 Fiscal Year**

The fiscal year of the ESMS shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

### **5.8 Inspection of Records**

The financial affair of the ESMS shall monitor during the year by an Audit Committee. Any member may examine the books and records of the ESMS on giving reasonable notice.

## **ARTICLE 6 – DUTIES OF OFFICERS**

### **6.1 Section 1 – The President**

The President shall:

- (i) Be the Chief Executive Officer and carry out the will of the Board;
- (ii) Chair all Board and Executive Committee meetings and Annual and General Meetings of the ESMS;
- (iii) Provide leadership in respect of activities of the ESMS and in the enforcement of policies, procedures and programs directed by the Board of Directors from time to time;
- (iv) Work in partnership with the Executive Administrator to achieve the ESMS' objectives;
- (v) Be ex-officio member of all Committees.

### **6.2 Section 2 – The Vice President**

The Vice President shall:

- (i) In the absence of the President, assume the duties and authorities of the President;
- (ii) Assist the Audit Committee in the preparation of the budget for the ensuing fiscal year.

### **6.3 Section 3 – Treasurer**

The Treasurer shall:

(i) In the absence of the President and Vice President, assume the duties and authorities of the President;

(ii) In conjunction with the Audit Committee, be responsible for the supervision of all financial matters of the ESMS, advising the Board on investments of surplus funds and the best use of assets, ordering the annual audit of the financial records of the ESMS as well as providing interim financial reports to the Board of Directors;

(iii) With the Executive Administrator, ensure that dues and levies are billed and properly discharged.

#### **6.4 Section 4 – Financial Secretary**

The Financial Secretary shall:

(i) In the absence of the Treasurer, assume the duties and authorities of the Treasurer;

(ii) The keeping of account records (receipts and disbursements, donors records, statement of assets and liabilities) for the ESMS;

(iii) The preparation of annual statements of account for the ESMS;

(iv) Such other duties as may be assigned, from time to time, by the Treasurer.

#### **6.4 Section 4 - The General Secretary**

The General Secretary shall:

(i) Approve the recordings of the proceedings of all ESMS meetings by signing same, with the President, prior to distribution;

(ii) Ensure the safe keeping of the ESMS Seal and its affixing to all official documents requiring same;

(iii) With the Executive Administrator, ensure the accuracy of the record of all members of the ESMS and their addresses;

(iv) Such other duties as the Board of Directors shall, from time to time, request.

#### **6.5 Section 5 – The Immediate Past President**

(a) The Immediate Past President shall:

Provide the Board of Directors and the Executive Committee with the benefits of experience and knowledge.

## **ARTICLE 7 – ELECTIONS**

### **7.1 Section 1 – Nominations**

- (i) At the 60 days prior to the Annual General Meeting each year, the President shall appoint, from the membership, a Nominating Committee of three (3), one of whom shall be the Vice President and one of whom shall be a Past President, who will chair the Committee.
- (ii) The Nominating Committee shall prepare a slate of candidates for election to the Board of Directors at the next Annual General Meeting.
- (iii) The Nominating Committee shall report the slate to the President not later than thirty (30) days prior to the Annual General Meeting and the Executive Administrator shall give notice of the proposed slate to the members at least ten (10) days prior to the Annual General Meeting.
- (iv) Nothing herein shall be construed as preventing other and further nominations by members for members other than those proposed by the Nominating Committee, providing that written consent is obtained from the nominees and notice thereof given to the ESMS prior to the Annual General Meeting.

### **7.2 Section 2 – Election**

- (i) At each Annual General Meeting, the members shall receive the report of the Nominating Committee and the voting members shall elect the Directors.
- (ii) The Directors, at the first Board Meeting following the Annual General Meeting, shall elect the Officers. The outgoing President shall preside over the elections and shall then vacate the Chair in favor of the newly elected President.

### **7.3 Section 3 – Terms of Office**

- (i) The term of office for the President shall be for two years subject to re-election for two further years but not to exceed two consecutive years.
- (ii) The term of office for the Vice President shall be for two years subject to re-election for two further years but not to exceed two consecutive years.
- (iii) The term of office for the General Secretary shall be for two years subject to re-election for two further years but not to exceed two consecutive years.

(iv) The term of office for the Treasurer shall be for two years subject to re-election for two further years but not to exceed two consecutive years.

(v) The term of office for the Immediate Past President shall be related to the term of office for the President.

(vi) If term of office for the other Directors shall be two years or until succeeded, in which case the successor shall fill the remainder of the term. On re-election, Directors may serve more than two terms of but shall not serve more than six (6) consecutive terms of two years each unless they hold the office of President, Vice President or Past President.

(vii) The term of office for members of the Executive Committee shall be two years, subject to succession as an Officer or re-elect by the Board.

(viii) The term of office in all cases shall commence from the date of the Annual General Meeting in the year of election.

## **ARTICLE 8 - MEETINGS**

### **8.1 Section 1 – Annual General Meeting**

The Annual General Meeting of the ESMS shall be held in the month of March or early April, at such place and time as may be directed by the Board of Directors and notice of such meeting shall be sent to the members a least ten (10) days preceding the date thereof.

### **8.2 Section 2 – Regular Meetings**

The Board of Directors shall hold in accordance with a schedule and at such place as directed, the Regular Meetings of the ESMS from time to time.

### **8.3 Section 3 – Special Meetings**

Special Meetings of members may be called at any time by the President or, in his absence, by the Vice President, the Treasurer or the General Secretary, in turn, or may be called on written request of a majority of the Board of Directors or any ten (10) members, with ten (10) days notice given to members of such meeting, together with sufficient information to permit members to form a reasoned judgment on the decision(s) to be taken.

### **8.4 Section 4 – Board of Directors Meetings**

Meetings of the Board of Directors shall be held at such time and such place, at the convenience of the Board.

### **8.5 Section 5 – Executive Committee Meetings**

Meetings of the Executive Committee shall be at the call of the chair, or, generally, between Board meetings, as required by the affairs of the ESMS. The President shall preside.

## **8.6 Section 6 – Committee and Task Force Meetings**

Committee and Task Force meetings shall be at the call of the Chair.

## **8.7 Section 7 – Parliamentary Procedure**

All meetings of the ESMS shall be conducted in accordance with Robert’s Rules of Order, except otherwise specifically directed by this By-Laws.

## **8.8 Section 8 – Notice**

Reasonable notice shall be given of all meetings. Failure of a member to receive notification of a meeting will not invalidate any proceedings taken thereat.

## **8.9 Section 9 – Quorum**

- (i) No meeting of the ESMS shall be properly constituted unless a quorum is present;
- (ii) Eight (6) members of the Board of Directors, of which no more than two (2) are Allied Members. Shall constitute a quorum for the transaction of business at Board meetings;
- (iii) A simple majority of members present shall constitute a quorum for transaction of business of the Executive Committee and other Committee or Task Forces;
- (iv) One third of all voting members of the ESMS present in person or by proxy shall constitute a quorum to transact business at an Annual General or Regular Meeting;
- (v) A simple majority of voting members of the ESMS present, in person or by proxy, shall constitute a quorum to transact business at a Special Meeting.

## **ARTICLE 9 – VOTING**

### **9.1 Section**

**9.1.1** Each member organization shall appoint an individual to represent it and to vote on its behalf at meetings of the ESMS; and may appoint an alternate to replace its appointed representative at any meeting of the ESMS if the appointed representative is unable to attend.

**9.1.2** All Board, Executive Committee, Committee and Task Force members shall have one vote at their meetings.

**9.1.3** On all matters in all meetings, including the election of Directors and Officers, a simple majority shall prevail, except as noted otherwise in these By-Laws. Notwithstanding any other provision of the By-Laws each member of the ESMS shall at all meetings of members be entitled to one vote and may vote by proxy. Such proxy need not be a member of the ESMS but before voting shall produce and deposit with the General Secretary an appointment in writing from the constituent or constituents in the form of proxy attached as Appendix “A” to By-Law No. A. In the event of a tied vote, the chairperson shall exercise an additional vote.

**9.1.4** A fax vote or e-mail vote may be permitted at the discretion of the Board of Directors. Such a vote to be ratified at the next Board of Directors meeting.

**9.1.5** Honorary and Life Members shall not have right to vote or hold office in the ESMS.

## **ARTICLE 10 – CONSIDERATION FOR SERVICES**

### **10.1 Section**

The consideration for any services rendered to the ESMS by any Officer or Director shall consist only of the benefit derived from membership in ESMS. No remuneration shall be paid the Directors or Officers; except for reasonable expenses (in some circumstances an executive officer may be paid a salary – this is permissible subject to additional premium).

## **ARTICLE 11 – INDEMNIFICATION**

### **11.1 Section**

Every Director, Officer and other person who has undertaken or is about to undertake any liability on behalf of the ESMS and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the ESMS from and against:

(i) All costs, charges and expenses whatsoever such director or officer sustains or occurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or execution of the duties of office; and

(ii) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of ESMS, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

**1.1.2** The ESMS shall purchase and maintain insurance to cover the indemnification in (a), where necessary.

## **12.0 ARTICLE 12 – DISSOLUTION OF ESMS**

## **12.1 Section**

In the event that the operation of the ESMS shall cease, then after discharge of all debt and legal obligations, the assets of the ESMS shall be disposed off in accordance to section 3.1.7 of this By-Laws.

## **ARTICLE 13 – AMENDMENT TO BY-LAWS**

### **13.1 Section 1**

Any proposed amendment to these By-Laws shall be submitted to the Board of Directors and, if approved by the Board, they shall be submitted to the members in writing, with 30 days notice before a vote is taken. To be approved, amendments must receive a 2/3rds majority vote of voting members present in person or by proxy at an Annual General or Regular meeting of the ESMS.