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SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of

THE NIGERIAN-CANADIAN ASSOCIATION OF CALGARY
(Name of society)

on MARCH/27/2022.
(month/day/year)

The by-laws were changed as follows:

The existing by-laws are repealed. They are replaced with the attached by-laws.

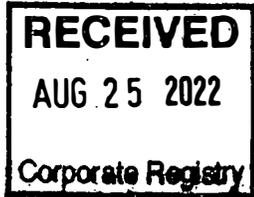
Date: July 27, 2022

Original Signature of authorized Officer:

Print name: Edem Patrick Etokudo

Title: Mr.

The Nigerian-Canadian Association of Calgary



Bylaw

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March 27, 2022 (Amendment/Revision - No.4)

Approved by NCAC Members on March 27, 2022

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ARTICLE I: Preamble, Name and Interpretation

Section 1 Preamble

The people of Canada, through their elected representatives, have affirmed the principles of multi-culturalism to be the fundamental tenets on which Canadian Society was built and continues to exist and function. This expression of respect for the unique characteristics which peoples of different backgrounds bring to the Canadian experience immeasurably enriches the country and all its' people. We, a people of Nigerian heritage, intent on fulfilling our obligation to enrich the Canadian cultural mosaic, seek to form an organization, which will act *inter alia* as a vehicle and conduit to facilitate our contribution to, and enrichment of, this Canadian multi-cultural principle.

Section 2 Name

The name of the association shall be **The Nigerian-Canadian Association of Calgary** (hereinafter referred to as the "*Association*" or "*NCAC*").

Section 4 Interpretation

- (a) In this Bylaw, unless the context otherwise requires, words importing the singular shall include the plural, as the case may be, and vice versa. A non special reference to gender shall be deemed to include both sexes. References to person shall include firms, corporations, legal entities and associations.
- (b) The simple rules, practice, etiquette and decorum for conducting meetings, founded on the principle of respect and tolerance including, without limitation, the manner of moving, debating and passing motions as more specifically provided in this Bylaw, shall apply to every meeting of the Association.
- (c) The President, and in his absence the Vice President, shall preside at every general meeting of the Association. In the absence of the President and Vice President at a duly convened general meeting at which a quorum has been formed, the Executive members present at any such meeting shall, in consultation with Members present elect any of the Members present to preside at the meeting. The election shall be by simple majority.

ARTICLE II: Membership

Section 1 Membership, Dues and Benefits

- (a) Membership of the Association shall be open to any individual, family, ethnic or professional association of Nigerian heritage as well as any person in Alberta who is of the full age of 18 years who applies to be a member of the Association and has received a favourable vote passed by a majority of the members at the Annual General Meeting of the Association, and upon payment of the approved Membership Fee.
- (b) The Association shall have the following four (4) types of members, who for all intents and purposes shall, prior to admission thereof, each subscribe to the mission and objectives of the Association:
- (i) Resident Member;
 - (ii) Affiliate Member;
 - (iii) Honorary Member; and (iv) Alumni Member.
- (c) Resident Membership may be granted to any individual or family who resides in Calgary or the surrounding cities within the Province of Alberta and who commits to abide by the Bylaw of the Association, as well as promote the mission, affairs and activities of the Association as required hereunder. Subject to being in Good Financial Standing (as that term is defined in this Bylaw), a Resident Member shall have the right to:
- (i) be heard and contribute to any issues before the general meeting of the Association;
 - (ii) vote at any meeting of Members of the Association;
 - (iii) vote by proxy at the Annual General Meeting of the Association at which the elections of the Executive and Trustees are held; and
 - (iv) receive notice of any general meeting of Members.
- (d) Affiliate Membership may be granted to any ethnic association of Nigerian heritage or professional group with majority Nigerian membership that has been duly registered under the applicable law of the Province of Alberta or Canada, and has formally applied in writing for membership of the Association under this category of membership with a pledge to fully abide by and promote the Bylaw of the Association, amongst other responsibilities of membership contained hereunder. Subject to being in good financial standing as defined herein, an Affiliate Member shall have the right to:
- (i) one vote at any meeting of Members of the Association through its accredited representative, as may from time to time be notified in writing to the Secretary of the Association;

- (ii) receive notice of meeting of members at the address provided to the Association.

For greater certainty, an Affiliate Member shall cease to be a member of the Association if it is dissolved, files for bankruptcy or is adjudged insolvent, or otherwise found guilty of misconduct by any lawful authority.

- (e) Honorary Membership may be granted to corporations, organizations, distinguished members of the Canadian or Nigerian society including, but not limited to, captains of industry, Ambassadors, High Commissioners and public office holders who have through their group, organization, work or writing demonstrated commendable support for the Association and the promotion of its mission and objectives. The Executive shall screen nominations for this position through a committee established for that purpose and candidates voted on at a properly constituted general meeting of members of which not less than twenty-one (21) days written notice of such a meeting have been given to Resident and Affiliate Members. A candidate nominated for an Honorary Membership shall be accepted by a 75% majority vote of Members in Good Financial Standing in attendance at such meeting of which at least twenty-one (21) days written notice thereof has been given to the voting Members. Honorary Members shall have no voting rights and are not entitled to a notice of meeting of the Association.
- (f) Alumni Membership may be granted to any Resident Member in Good Financial Standing with the Association upon such Resident Member's application in writing confirming his family's relocation from Calgary or the surrounding cities within the Province of Alberta and requesting that his membership be re-classified to Alumni Member as a result of such relocation. The Executive shall upon receiving such a written application from a Resident Member in Good Financial Standing update the Association's membership register to reflect this development, and promptly inform the general meeting at the Association's next general meeting following the application. In the event that an Alumni Member in good financial standing or his family moves back to Calgary or any surrounding cities in Alberta, he shall promptly notify the Association and convert to Resident Member.
- (g) Except as provided in Article V, Section 1(b) of this Bylaw, proxy voting shall not be allowed in any matter of the Association of which a vote or ballot has been called.
- (h) General Statement on Existing, Emerging or New Ethnic Groups. The Association acknowledges the right of individuals and groups who are joined by common ancestry, culture, interests, language or religion to assemble or associate in any form whatsoever separately and apart from this Association. To the extent that the objectives and *modus operandi* of any such existing, emerging or new ethnic group is not in conflict, or

by any means opposed to the structural and fundamental mission, objectives and oneness of the Association as manifested through this Bylaw and its Members, the Association shall, upon a written application admit such ethnic group as an Affiliate Member and extend the usual co-operation and encouragement to such new Affiliate in a manner that promotes one Nigeria and the multicultural bias of Canada for the overall benefit of the Association Members. For greater certainty, the Association shall not admit into membership any ethnic group or professional organization that has not met the following criteria:

- (i) been duly registered under the applicable laws of the Province of Alberta or Canada with operations in Calgary;
 - (ii) provides to the Association its certificate of registration and/or authentication to operate as an association or group in Calgary;
 - (iii) provides a duly passed resolution of its members agreeing to be bound by the Bylaw, policies and guidelines of the Association;
 - (iv) accept to not organize any program, event or activity that will in any manner conflict with the Association's annual or monthly events including, without limitation, Gala night, Annual NCAC Picnic and monthly general meetings;
 - (v) paid the applicable admission and membership fees; and
 - (vi) not to pass any bylaw or enact policies or guidelines that in any way conflicts with the NCAC Bylaw, policies, guidelines, mission and objectives.
- (i) A Resident Member in Good Financial Standing who meets the other eligibility requirements provided in Article II, Sections 3(g) and (h), Section 4 and Article III, Section 1(n) of this Bylaw and any policies or guidelines made pursuant to this Bylaw regarding eligibility and/or conflict of interest shall be qualified to hold office in the Association.
 - (j) A voting Member in good financial standing is entitled to one vote.
 - (k) In an Annual General Meeting held to elect new Executive and Trustees of the Association, a voting Member is entitled to cast his vote by Proxy in the manner stipulated pursuant to Article V, Section 1(b) of this Bylaw.
 - (l) Application for membership of the Association shall be made in the prescribed form with payment of the appropriate registration fee as set out in this Bylaw or any amendments thereof. An application for membership may be rejected or accepted by the vote of members in Good Financial Standing at the Annual General Meeting. The admission into membership of an applicant who registers with the association at any of the Association's monthly meetings prior to the Annual General Meeting shall be tabled before the members at the applicable Annual General Meeting for a vote of ratification of such

membership. Upon such ratification, the applicant-in-waiting shall become a full member of the Association provided that such member pays the applicable annual membership dues.

- (m) Where the Members reject any application for membership at an Annual General Meeting, the President through the office of the Secretary shall promptly communicate such rejection to the applicant in writing. For greater certainty, the Association shall not be under any obligation to give reasons of the rejection to the applicant. A rejected applicant may re-apply after the expiration of two (2) months following the date of rejection or at the next Annual General Meeting.

Section 2 Registration Fee, Membership Dues and Fiscal Year

- (a) Upon acceptance of an application to join the Association, a new Member shall immediately pay a non-refundable one-off registration fee to the Association. Subject to the amendment of the Bylaw in future, unless and until changed by a 75% majority vote of Members in attendance at an Annual General Meeting at which a new Executive is being elected, the applicable registration fee shall be as follows:

- (i) Resident Members:
 - A. Single: \$25.00
 - B. Family: \$45.00

(ii) Affiliate Member: \$100.00

- (b) There shall be a non-refundable annual membership due from each of Resident, Affiliate and Alumni Members of the Association in the amount specified hereunder.

- (c) Subject to the amendment of the Bylaw in future and until changed by a 75% majority vote of Members in attendance at an Annual General Meeting at which a new Executive is being elected, the applicable Annual Membership Dues shall be as follows:

- (i) Resident Members:
 - A. Single: \$25.00
 - B. Family: \$50.00

(ii) Affiliate Members: \$110.00

- (iii) Alumni Members:
 - A. Single: \$15.00
 - B. Family: \$40.00

- (d) **Good Financial Standing**, as used in this Bylaw, refers to a voting Member who meets the following requirements:

- (i) was a fully registered Member of the Association prior to December 31, 2015 or after December 31, 2015 was admitted as a member by a majority vote of Members at an Annual General Meeting of the Association; and
- (ii) has fully paid the current year's annual Membership Fee.

For greater certainty, only members in Good Financial Standing are eligible to stand for elective office in the Association or cast votes (either by show of hand or ballot) at meetings of the Association or by Proxy with respect to election of Executive Officers hereunder. In the same manner, subject to a few exceptions for certain benefits accessible to applicants-in-waiting, benefits accruing to Members of the Association, including holding any executive office, Trustee position or working in any committee of the Association, are due and accessible only to Members in Good Financial Standing.

- (e) Membership Dues shall be reviewed from time to time as the Association deems necessary but at no event will the annual dues be changed without the approval of Members. The Executive may also recommend for a change in the annual dues. Such recommendation shall be examined by Members at a general meeting of which not less than twenty-one (21) days notice in writing must have been given to each Member entitled to notice of meeting, namely: Resident, Affiliate and Alumni Members. If approved by a 75% majority vote of voting Members in attendance at such general meeting, the new Membership Dues shall become effective from April 1, following the Annual General Meeting of the Association in March.
- (f) Upon admission into the Association by a majority vote of Members at the Annual General Meeting, a new member shall pay the Registration Fee and Annual Membership Dues immediately. For greater certainty, except for the benefits accessible by applicants-in waiting, a new Member shall not be entitled to any benefits of the Association until he has fully paid the applicable Registration Fee and Annual Membership Dues.
- (g) A person who applies to join the Association prior to the Annual General Meeting and pays the applicable Registration Fee at the time of such application shall be known as an *Applicant-in-Waiting*. Each Applicant-in-Waiting shall have his membership ratified by the vote of Members in the next Annual General Meeting following his application. Upon such ratification at the Annual General Meeting, an Applicant-in-Waiting shall become a full Member of the Association if he pays the applicable annual Membership Dues.
- (h) The ratification of the membership of an Applicant-in-Waiting and the admission of new members at the Annual General Meeting, in each

case, by the majority vote of Members in Good Financial Standing shall be the last item in the agenda of such Annual General Meeting.

- (i) The Association's fiscal year shall commence on January 1 and terminate on December 31.
- (j) The Association's Annual General Meeting shall be held in the month of March. Other general meetings of the association, with the exception of a special general meeting, shall be known as monthly general meeting.

Section 3 Members' Benefits

- (a) Notwithstanding anything to the contrary in this Bylaw or any other policies or guidelines of the Association, only Members in Good Financial Standing and have met the applicable record of volunteerism in the Association shall be entitled to any benefits due, available and accessible to Members of the Association. For greater certainty, each Resident or Alumni Member in Good Financial Standing shall be entitled to the following benefits, the value of which may be reviewed every two (2) years at the Annual General Meeting at which a new Executive is to be elected. For greater certainty, the value for each of the benefits listed herein must be set by the Members at the Annual General Meeting at which a new Executive is being elected and the Members' decision on the value of such benefits based on suggestions from the out-going Executive shall bind the new Executive during their tenure.
- (b) Subject to any specific requirements attached to each benefit listed herein, and the exception noted for Applicants-in-Waiting, the following benefits are available to a Member in Good Financial Standing:
 - (i) Bereavement;
 - (ii) Birth. To circulate e-mail and subsequently document the birth date, name of the child in the record book of Nigerian children in Calgary, which the Executive shall forthwith keep as part of the Association's records;
 - (iii) Wedding. If invited, to present to the celebrants a card signed by Members in attendance at any meeting where such card is circulated for signature. For greater certainty, no purse or gift shall be presented by the Association to such celebrant, as such ceremonies are encouraged but not the pivotal focus of the Association;
 - (iv) Scholarships;

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- (v) Bursaries;
 - (vi) Subsidized tickets and entry fees for members;
 - (vii) Attendance to members' only functions;
 - (viii) Subsidized rates for use of the Association's facilities;
 - (ix) Holding any elective office in the Association including but not limited to Executive and Trustee positions;
 - (x) Serving in any committee of the Association;
 - (xi) Representing the Association in any manner;
 - (xii) Letters of reference;
- (c) With the exception of Birth and Wedding, the award of any of the benefits in this Bylaw shall be approved by Members at a monthly meeting following the recommendation of the applicable committee established for the purpose of making such a recommendation or, in the absence of any such committee, on the recommendation of the Executive.
- (d) Notwithstanding anything to the contrary in this Bylaw, except for benefits relating to Bereavement, Subsidized rates for use of the Association's facilities, Scholarship and Bursaries, a Member or such Member's immediate family shall qualify for any of the other remaining benefits listed in Article II, Sections 3(b) if the said Member is in Good Financial Standing and also attended not less than four (4) meetings of the Association in the past twelve (12) months preceding his nomination for the benefit.
- (e) Pursuant to Article II, Section 3(d) hereof, Scholarships and Bursaries shall not be offered to any Member or his ward if such Member has not been a member of the Association for at least a period of not less than one (1) year prior to their nomination for any Scholarship or Bursary benefits and the said Member is in Good Financial Standing.
- (f) The benefits of Bereavement and Subsidized rates for any of the Association's facilities shall be extended to a Member immediately upon becoming a member and shall continue thereafter as long as such a Member is in Good Financial Standing as required under this Bylaw.
- (g) The benefits of Bereavement, Birth, Wedding and Attendance at members' only function shall be extended to Applicants-in-Waiting following payment of the Registration Fee by such applicant.

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- (h) No person shall hold an Executive Office or a Trustee position in the Association unless such person is a Member of the Association in Good Financial Standing and has:
 - (i) attended not less than four (4) meetings of the Association in the past one (1) year preceding the Annual General Meeting at which such Member is standing for election;
 - (i) volunteered in at least two (2) community events organized by the Association one of which must be the Annual Gala night; and
 - (ii) provided a current police report from the City of Calgary Police prior to his election for such office or position.
- (j) Neither the Executive Officers nor the Trustees of the Association, as well as members of any committees established pursuant to this Bylaws are entitled to any remuneration or compensation as a result of the office they hold in the Association. For greater certainty, the no Executive Officer, Trustee or committee member of the Association will receive any salary, fee or compensation of any kind whatsoever for services provided to the Association or its members as a result of this Bylaws.

Section 4 Members' Responsibilities

A Member shall have the following responsibilities:

- (a) Registration Fee payable at the time of joining, or registering in, the Association;
- (b) Prompt payment of the applicable Annual Membership Dues upon joining the Association and in the month of March each year or shortly thereafter;
- (c) Attendance and participation at monthly general meetings or any special meetings of the Association;
- (d) Attendance at the Annual General Meeting of Members in March and participation in the voting process, as applicable;
- (e) Volunteering at least in one volunteer-based event or activity of the Association in a fiscal year.

Section 5 Withdrawal, Expulsion and Suspension of Members

- (a) A Member may withdraw his Membership in the Association by a written notice to the Secretary. The Secretary shall promptly forward such resignation notice to the President for immediate action and all

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benefits including, without limitation, the receipt of the Association's notices shall forthwith cease or be withdrawn.

- (b) In the case of resignation, the resigning Member shall remain liable for the payment of any past dues, pledges, ticket event purchases, assessments or fees and the Executive shall take appropriate steps to recover the same from such resigning Member.
- (c) A Member who is in arrears of the Annual Membership Dues or has failed to redeem any monetary pledges or commitments to the Association for more than one (1) year after becoming due shall lose all membership benefits and privileges, including voting rights, scholarships and bursaries for him or his ward and attendance to Members only function until all such arrears have been fully paid.
- (d) No Member shall be expelled or suspended from the Association without prior notification in writing of the charge or complaint against him and without being given an opportunity to present his own side of the case and be heard by a committee set up for such purpose at a hearing. At least fourteen (14) days notice shall be given to the Member by the committee prior to such hearing.
- (e) A Member may be expelled or suspended for violating this Bylaw or other policies or guidelines of the Association where the act or omission of such Member causes harm or disrepute to the Association. Recommendation for an expulsion or suspension of a Member shall be made by a disciplinary committee after a hearing of the act or omission in question. Any appeal of the disciplinary committee's decision shall lie to the Trustees. The Trustees reserve the right to coopt or delegate any Member(s) of the Association to further hear the appeal and advise them accordingly. The decision of the Trustees on the appeal shall be final and binding.
- (f) A Member or guest shall conduct himself properly and with decorum at meetings or functions of the Association. In the event that any Member or guest behaves unruly or in a manner that is likely to breach public peace or attempts to or for that matter disrupts the Association's event or becomes vulgar, argumentative in a manner suggesting violence or for that matter attempts to or assaults another attendee at such meeting or function, such individual shall be immediately expelled from the venue, even if it requires inviting the law enforcement agents, such as the Calgary police, to excuse the individual from the event and venue. Such Member or guest shall be responsible and hold the Association harmless for any costs or loses incurred by the Association or its Members as a result of such Member's or guest's disruption or disruptive behaviour including, without limitation, any liabilities, costs, claims arising from such behaviour as well as solicitors and its own legal fees.

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- (g) For greater certainty, disruptive behaviour that shall necessitate suspension or expulsion from the Association's event, function or meeting and may warrant further disciplinary action include but is not limited to shouting, yelling, seizing or throwing the Canadian or Nigerian flag away, thuggery, mobilization for purposes of disrupting the Association's function, physical threat to any Member or guest at the Association's function, violent conduct of any nature and intimidations at such meetings, events or functions.
- (h) A Member aggrieved by any decision of the disciplinary committee on his matter shall appeal to the Trustees through the office of the Secretary within fourteen (14) days of such verdict. Subject to Article II Section 5(e) hereof, the Trustee's decision on such appeal shall be final and binding on the aggrieved Member and the Association.

ARTICLE III: Meetings

Section 1 Annual General Meeting

- (a) The Annual General Meeting ("**AGM**") of the Association shall be held every year in the month of March. The AGM shall be called by not less than twenty-one (21) days written notice to Members. The circular for any AGM shall clearly set forth the agenda for the meeting.
- (b) The Annual General Meeting in the month of March which falls in an election year shall be devoted to the election of new Executive officers and Trustees of the Association in accordance with this Bylaw.
- (c) In an election year, the main agenda of the Annual General Meeting shall be the election of a new Executive and Trustees in the manner provided in this Bylaw. The election shall be conducted by the Electoral Committee pursuant to Article V of this Bylaw.
- (d) Members who have met the criteria to stand for election in the Association shall be cleared by the Electoral Committee and shall each present their manifesto to other members at the monthly general meeting in February preceding the Annual General Meeting in March at which Members shall vote their choice to the Executive and Trustee positions in the manner provided under this Bylaw.
- (e) In the event that election is not held in the month of March during an election year as required under this Bylaw and the said election is held for any reason at a subsequent day after the month of March, the tenure of the Executive Officers elected thereof shall be deemed to have commenced in March of the election year if the election is held within six (6) months after the month of March. However, if the election takes place anytime after the end of such six (6) months from the first day of

April in an election year, the tenure of the elected Executive Officers shall be deemed to commence from March of the following year.

- (f) A Member in good financial standing as at the February meeting preceding the Annual General Meeting in March of an election year shall be eligible to vote at the March election or any postponements thereof pursuant to Article III, Section 1(d) of this Bylaw. The Electoral Committee shall work closely with the outgoing Executive to ensure that accreditation of Members for voting at the election is carried out in accordance with this Bylaw.
- (g) Non-voting Members or guests in attendance at any Annual General Meeting where an election is being conducted shall be requested to leave the venue of the election during voting and may be invited back after the election is completed and results announced.
- (h) In addition to the February and March meetings, the Association shall hold regular general meetings on the last Sunday of at least seven (7) of the following months, namely: January, April, May, June, July, August, September, October and November. The general meeting shall be called by not less than seven (7) days written notice to Members.
- (i) In the event that any special activity or function of the Association falls on the same last Sunday as the day for the monthly general meeting, the monthly general meeting shall be postponed to the next month following such special activity or function. The decision to defer the monthly general meeting in such manner shall be approved by a single majority of Members at a general meeting at which the matter was raised. Members shall be promptly notified of the change in the meeting date by a written notice (surface or electronic), word of mouth or phone.
- (j) Each Member shall be responsible for providing the Secretary with his current mailing address (surface and e-mail) for purposes of receiving notices and other correspondence of the Association. The Secretary shall upon such notification promptly update the Member's records in the register of Members.
- (k) Executive and monthly general meetings of the Association shall be held at such time and place as the Executive may decide.
- (l) The President shall call any special general meeting of the Association by not less than twenty-one (21) days written notice to Members. The circular for such special general meeting shall clearly set forth the reason for such special meeting. A special general meeting shall proceed on the appointed day if the quorum requirement for meeting under this Bylaw is met. No such meeting shall proceed to business without a quorum.

Section 2 Quorum

- (a) Subject to Article III Section 2(b) of this Bylaw, twenty (20) voting Members (excluding the executive) in good financial standing in the Association shall constitute a quorum at any meeting of Members or adjournments thereof.
- (b) Six (6) Executive officers, one of whom shall be the President, Vice President or their designate from the Executive Committee shall, in addition to the quorum requirement in Article III Section 2(a), constitute a quorum in order for any meeting of Members to proceed to business.
- (c) In the event that a quorum is not formed after the expiration of forty-five (45) minutes, the meeting shall stand adjourned to another date, which new meeting date shall neither be less than seven (7) days nor more than thirty-five (35) days from the adjourned meeting date. Any adjourned meeting of Members shall also be subject to the quorum requirement in this Bylaw.

Section 3 Adjournment

- (a) Any meeting of the Association may be adjourned at any time, or rescheduled to another time. In the event of a re-schedule, the venue of the meeting shall be promptly confirmed to Members as if it was a new meeting.
- (b) To adjourn or re-schedule a meeting, a motion for adjournment or rescheduling shall be moved and supported by a Member.

Section 4 Voting during Meetings

- (a) Subject to the voting requirements in this Bylaw including, without limitation, the qualification to vote at any meeting of Members, each Member in good financial standing with the Association shall be entitled to one vote on any issue. For greater certainty, proxy voting is permitted only for the election of Executive officers or Trustees of the Association pursuant to Article V, Section 1(b) of this Bylaw.
- (b) Unless a vote is demanded, decisions on issues shall be made by consensus. Any decision made by consensus shall be stated and recorded as such in the minutes of meeting.
- (c) When a vote is demanded on an issue, a motion shall be required before such a vote is taken, and in that case, the motion shall be duly presented or moved and subsequently seconded before the requested vote is either

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taken on the issue or postponed to the next meeting of Members, depending on the matter under consideration.

- (d) Except on matters where a 75% majority vote of Members is required, decisions at meetings shall be carried by a simple majority of the votes of eligible Members in good financial standing.
- (e) Except where a ballot is demanded pursuant to this Bylaw or where the majority of members have voted in favour of a ballot on a particular issue or matter, every motion or decision at meetings shall be voted on by a show of hands and a declaration by the chairperson that a resolution has been carried or defeated, along with an entry to that effect in the minutes book.
- (f) The President or the chairperson of a meeting shall not vote on any motion or decision except in the case of an equality of votes (tie) at which time the President or the chairperson shall cast the deciding vote and thereupon the motion or decision shall be declared carried or defeated.
- (g) Except at an Annual General Meeting during an election year, a member who is not entitled to vote because he is not in good financial standing may be heard.
- (h) A non-member shall neither vote nor be heard at any meeting of the Association except if invited as a guest speaker or presenter at such meeting.

ARTICLE IV: Executive

Section 1 Executive Officers

- (a) The Executive shall be a body elected by the Members at a duly convened Annual General Meeting scheduled for election of officers of the Association pursuant to this Bylaw or at a properly conducted by-election to fill a vacancy.
- (b) Each Executive Officer shall carry out the functions of his office in accordance with this Bylaw for the best interest of Members, and shall serve the Association with integrity and in a manner that promotes unity and the objectives of the Association.
- (c) The consensus of the Executive obtained through a simple majority of such elected members of the Executive shall constitute the "*Executive Authority*" of the Association.
- (d) Each Executive Officer shall endeavour to read and understand this Bylaw and any policies or guidelines of the Association. For greater

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certainty, each officer shall conduct his actions and carry out his official responsibilities in accordance with this Bylaw.

- (e) The Executive shall establish and foster with all efforts and endeavours, a strong sense of fellowship, co-operation, unity, recognition and esteem among Members of the Association.
- (f) The Executive shall initiate and maintain all necessary insurances, securities, policies, programs or other appropriate investment vehicles that provide adequate protection and coverage for the Association's real property, bank instruments, GICs and other tangible assets. For greater certainty, the Executive shall only initiate and pursue financial investments and projects that have a conservative but yet growth driven objective on behalf of the Association and with Members approval pursuant to this Bylaw.
- (g) Whenever the term "*Executive*", or "*Executive Officers*" are used in these Bylaws, it shall be interpreted as meaning and applying collectively to the following office holders and "*Executive Officer*" is used for any one of them:
 - (i) President
 - (ii) Vice-President
 - (iii) General Secretary
 - (iv) Assistant Secretary
 - (v) Treasurer
 - (vi) Financial Secretary
 - (vii) Social Activities Coordinator
 - (viii) Assistant Social Activities Coordinator
 - (ix) Public Relations Officer
 - (x) Assistant Public Relations Officer
 - (xi) Director of Humanitarian Affairs
 - (xii) Assistant Director of Humanitarian Affairs

Section 2 Election and Removal of an Executive Officer

- (a) Each member of the Executive shall be elected to office for two years, and such election, except for an election organized to fill a vacancy on the Executive, shall be held at the Annual General Meeting in an election year in the manner specified under this Bylaw.
- (b) The Executive shall be dissolved at the Annual General Meeting organized for the election of new Executive Officers in an election year, which for greater certainty shall be the second anniversary of the Annual general meeting held to elect such incumbent Executive.

- (c) An Executive Officer shall be eligible to stand for a re-election for the same or other office in the Association provided that such Officer meets the eligibility criteria established for such office under this Bylaw. Notwithstanding anything to the contrary herein, an Executive Officer shall not be elected for more than two consecutive terms for the same office or position.
- (d) Immediately after an election, the out-going Executive shall hand over all the Association's files, information, properties, assets, records, accounting matters and books to the incoming Executive. For clarity, a checklist of the documents, properties and materials handed over shall be clearly documented, signed by the applicable officers (out-going and incoming), and subsequently filed in the records of the Association.
- (e) A Member in Good Financial Standing may move a motion or submit a petition to remove an Executive Officer providing the reasons for such motion or petition. No such motion or petition shall be discussed by the General Meeting unless it is properly supported by another Member in good standing and of which not less than twenty-one (21) days written notice of such a motion shall subsequently be given to Members, and deliberated upon at the next meeting following the notice. For greater certainty, such a motion shall not be discussed at the meeting at which it was first moved but shall stand adjourned to the next meeting followed by a proper written notice in the manner required herein.
- (f) Notwithstanding anything to the contrary herein, an Executive Officer may be removed from office if he breaches his oath of office or is in any way adjudged to bring the Association to disrepute. Any motion to remove any Executive Officer of the Association under this Article IV Section 2(f) must be recommended by the Trustees and subsequently approved by Members in general meeting following at least twenty-one (21) days written notice at which the motion to remove such Officer was clearly communicated to Members.
- (g) In either manner of removal of an Executive Officer in this Bylaw, such officer shall stand removed by a majority vote of at least 75% of Members in attendance at a general meeting at which not less than twenty-one (21) days written notice of such Officer's removal was given to Members either independently or with the usual monthly meeting circular.
- (h) An Executive Officer shall also be removed forthwith in accordance with this Bylaw if he breaches this Bylaw and any other guidelines, policies and rules of the Association regarding eligibility and/or conflict of interest.
- (i) A Member who desires to hold any position in the Association shall comply with the requirements set out in this Bylaw.
- (j) A Member who is eligible to stand election for any of the Executive positions but due to some other engagements is unable to be physically

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present at the meeting at which his election is being conducted shall not be considered for nomination or election UNLESS such member has provided his written approval to stand election in absentia and which letter was delivered to the Secretary prior to the Annual General Meeting at which his election is considered. The Secretary shall read and if required pass around to Members the original signed copy of such letter. For greater certainty, an absent Member shall not be voted into the Executive unless such Member has provided his prior written consent to stand for the said election in absentia.

Section 3 Executive Powers

- (a) The Executive shall carry on, conduct and manage the day-to-day affairs of the Association.
- (b) The Executive shall, in fairness and without bias, interpret and apply the provisions of this Bylaw and any other guidelines, policies and rules of the Association.
- (c) The Executive shall be responsible for the collection and disbursement of the Association's funds in the manner provided under this Bylaw.
- (d) The Executive may impose and enforce any penalties provided herein against any Member who violates the Bylaw or other guidelines, policies or rules of the Association.
- (e) The Executive shall adjudicate on any disputes arising under this Bylaw or between Members under the direction or chair of the President,
- (f) Subject to Articles IX and X of this Bylaw, the Executive shall be the primary custodian of the Association's Real Property and assets.
- (g) The Executive shall at all times act in the best interest of the Association.
- (h) The Executive shall have the power to set up and assign responsibilities to any committee for purposes of advancing this Bylaw. Each standing or ad hoc committee of the Association established pursuant to this Bylaw shall report to the Executive, and carry out their responsibilities within the mandate establishing them.

Section 4 Executive Meetings

- (a) Executive meetings may be held at such times and at such places as deemed necessary.
- (b) Notices of executive meetings shall be communicated to each member of the Executive not less than three (3) days before the meeting is to take place.

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- (c) The Executive may hold emergency meetings at any time without formal notice if a quorum is formed and members have a prior knowledge of the meeting.
- (d) Six (6) members of the Executive, including the President or Vice President, shall form a quorum for the transaction of any business at the Executive meeting. In the event that a quorum cannot be met the Executive meeting shall be adjourned. If an Officer is absent and has not provided sufficient feedback on his matter to the President or Vice President, any item requiring a vote in such absent Officer's area cannot be voted on but may be deliberated upon by the Executive Officers present at the meeting.
- (e) A written resolution signed by all the members of the Executive, shall be valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.

Section 5 Duties of the President

The President is the Association's "*Chief Executive Officer*" and in this capacity shall provide direction for the Association, conduct his function in good faith and in the best interest of the Association, and coordinate the affairs of the Association within the mandate stated in this Bylaw. Accordingly, the President shall perform the following duties:

- (a) call and preside at all meetings of Members of the Association and of the Executive, as well as any other activity of the Association other than an activity which requires performance through a committee set up in accordance with this Bylaw;
- (b) coordinate, motivate and mediate on any matters arising in the Association or amongst Members;
- (c) guide and counsel Members, as needed, in order to assist such Members, make a proper decision pursuant to this Bylaw on any Association's matter;
- (d) organize and conduct orientation and education of newly elected Executive members to acquaint them with their respective duties and responsibilities, as well as articulate and share with such officers the action points of the current Executive;
- (e) general management and supervision of the affairs and operations of the Association.
- (f) sign all resolutions, documents and membership certificates, in conjunction with any other Executive Officer nominated as cosignatory for that purpose.
- (g) be an ex-officio member of all committees of the Association.
- (h) present a written report of the Association's activities at the Annual General Meeting.

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- (i) maintain a monitoring program to ensure that the Association is always functioning legally within the provisions of its mission, objectives, Bylaw, policies, guidelines and internal rules; and that the Executive and each of the committees are always acting to meet the greater needs of the Members of the Association.
- (j) issue and sign reference letters for any Member of the Association in good financial standing pursuant to this Bylaw.

Section 6 Duties of the Vice President

The Vice-President shall:

- (a) give absolute, direct and constructive support and assistance to the President.
- (b) fulfill all the duties of the President in the event of his absence or when specifically assigned to do so by the President.
- (c) fill in for the Secretary and Assistant Secretary when both officers are absent.
- (d) be responsible for the coordination, co-operation and liaison between various program committees and the Executive, and amongst the committees themselves pursuant to their terms of reference.
- (e) present a monthly committee updates and reports to the Executive and subsequently to Members at monthly general meetings.

Section 7 Duties of the Secretary

- (a) The Secretary shall take, maintain and keep the minutes of the Association's general and executive meetings, or such other minutes of the meeting involving the Association, as may be directed by the President, from time to time.
- (b) The Secretary shall keep in proper filing order, either in loose leaf, binder format or electronically, the minutes of meetings of the Association and the Executive, as well as all reports of any committees set up under this Bylaw.
- (c) The Secretary shall be the custodian of all correspondence, notices, written motions and minutes of meeting of the Association, as well as copies of all policies, guidelines, rules, contracts, legal documents, agreements, and shall ensure their safe keeping and custody at all times.
- (d) Notwithstanding anything to the contrary herein, the Secretary shall keep or cause to be kept a binder, book or books wherein shall be properly recorded:
 - (i) a copy of the Bylaw of the Association, and any resolutions altering or adding thereto;

- (ii) copies or originals of all the Association's documents, registers and resolutions as required by the applicable Alberta law;
- (iii) a copy of the minutes of all Executive and general meetings including financial statements.
- (e) The Secretary shall be responsible for all required stationery supplies, the printing and distribution to Members of all rules, policies, guidelines, notices and other materials required for meetings or information of Members
- (f) The Secretary shall maintain the Website of the Association and, in that capacity, review any information or document required to be placed on the Website, and upload, update and edit documents approved for placement on the Website.
- (g) The Secretary may in addition to hard copies, maintain electronic records and filing system provided that such electronic filing system and minutes are password protected, and which password must be known to each of the President, Vice-President and Assistant Secretary. At the end of each calendar year, the Secretary shall burn the electronic records and files into a diskette or other recording gadget as a back-up.
- (h) The Secretary shall administer the official correspondence of the Association under the direction of the Executive.
- (i) The Secretary shall keep accurate electronic and paper records of all Members of the Association, including their addresses and telephone numbers.
- (j) The Secretary shall be responsible for receiving all written notices of motion and shall cause the proper distribution of same to Members as required under this Bylaw.
- (k) The Secretary shall co-sign, as required, all resolutions and correspondence of the Association in conjunction with the President, and shall be an alternate co-signatory to the Association's bank accounts and cheques.
- (l) The Secretary shall be the custodian of the Association's Seal, and the Seal shall not be used for any purpose except for authenticating Association's properly executed documents as evidenced by the signature of the President and the Secretary, or the President if the documentation requires one signatory.
- (m) The secretary shall keep any certificates, title documents and other documentation relating to the Association's real property, assets and other property interests of whatever nature.
- (n) The Secretary shall send out notices of meeting and other correspondence on behalf of the Association and/or the Executive as directed, from time to time, by the President.

Section 8 Duties of the Assistant Secretary

The assistant secretary shall perform all the duties of the Secretary in the absence of the incumbent Secretary. He shall also carry out other secretarial responsibilities as may be assigned to him, from time to time, by the incumbent Secretary.

Section 9 Duties of the Treasurer

- (a) The Treasurer shall keep and maintain full and accurate records of all receipts and disbursements of the Association's monies in proper book(s) of account(s).
- (b) The Treasurer shall promptly deposit all monies or other valuable items and materials of the Association in such bank or banks as may from time to time, be designated by the Executive.
- (c) The Treasurer shall disburse all monies of the Association pursuant to the written directions of the Executive.
- (d) The Treasurer shall, in conjunction with the Financial Secretary, prepare a written annual financial report for presentation at the Annual General Meeting as well as interim reports when requested for each meeting of the Executive throughout the year. A copy of each financial report shall be submitted to the Secretary for the Association's records.
- (e) The Treasurer shall collect annual membership dues and receive other financial receivables of the Association in the absence of the Financial Secretary.

Section 10 Duties of the Financial Secretary

The Financial Secretary shall be responsible for:

- (a) Collecting all monies and revenues due and payable to the Association either from Members in form of annual dues or from third parties as donations or bequests.
- (b) Maintaining an up-to-date record and register of members financial standing, including but not limited to annual dues paid and/or owing.
- (c) Maintaining a comprehensive book and record of all financial transactions of the Association.
- (d) Preparing and presenting accurate quarterly reports of members in good financial standing as well as the status of each Member's financial standing for purposes of determining delinquent accounts of members.
- (e) Preparing, in conjunction with the Treasurer, the Annual Financial Statements and Reports of the Association in a standard accounting format.

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- (f) Keeping in good order all the financial books, reports and records of the Association and presenting same to the Executive and Members in the manner required under this Bylaw.

Section 11 Duties of the Public Relation Officer

- (a) The Public Relations Officer (P.R.O.) shall be responsible for promoting the Association and the issuing of all press releases, notices and other information to the appropriate media.
- (b) The P.R.O shall, under authority of the President, represent the Association at any external function at which the Association has been formally invited or where the Association's presence is required. For each of such function attended, the P.R.O shall provide a formal report to the Executive, and subsequently to Members at the next monthly general meeting.
- (c) The P.R.O shall present a written report of his prior year activities at the Annual General Meeting including, without limitation, attendance on any functions or events on behalf of the Association.
- (d) The P.R.O shall be responsible for all promotional materials and shall be accountable for such property.
- (e) The P.R.O. shall be the liaison between this Association and other organizations in Calgary or any of the Association's Affiliates.

Section 12 Duties of the Assistant Public Relations Officer

The Assistant Public Relation Officer shall:

- (a) act in the absence of the Public Relations Officer.
- (b) render any assistance that is needed or required by the Public Relations Officer.

Section 13 Duties of the Social Affairs Coordinator

- (a) The Social Affairs Coordinator shall:
 - (i) be responsible for the social programming of the Association and shall advise the Executive or any other committee set-up to arrange social activities or projects on programming and related matters.
 - (ii) organize activities to ensure Nigerian participation at appropriate cultural festivals or exhibitions in Calgary.
 - (iii) support, consult and in every way possible cooperate with the President, the Executive, the Gala night Co-Chairs and any

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applicable committees to ensure the smooth organization and success of all the Association's activities.

- (b) For greater certainty, the Social Affairs Coordinator shall at all times and in all cases advance the best interest of the Association through coordination of the Association's social functions including, without limitation, the Gala night, the picnic, educational events, Christmas party, cultural programs and related events.
- (c) The Social Affairs Coordinator shall neither compete with other officers or committee chairs nor impede the duties of such persons in the Association but in all things complement and consult with such officers or committee chairs.

Section 14 Duties of the Assistant Social Affairs Coordinator

The Assistant Social Affairs Coordinator shall deputize for the Social Affairs Coordinator and act in his absence.

Section 15 Duties of Director of Humanitarian Affairs

The Director of Humanitarian Affairs shall:

- (a) oversee all events relating to Members' benefits, including but not limited to bereavement and celebrations.
- (b) shall lead a committee known as the humanitarian committee, which shall be responsible for welcoming new members into the Association. The said committee shall:
 - (i) liaise with the Membership Committee to ensure a coordinated effort and efficiency in the performance of their responsibilities herein; and
 - (ii) attend to bereaved members in prompt manner.

Section 16 Duties of Assistant Director of Humanitarian Affairs

The Assistant Director of Humanitarian Affairs shall deputize for the Director of Humanitarian Affairs and act in his absence.

ARTICLE V: Electoral Process**Section 1 Right to Vote**

- (a) A Member in Good Financial Standing shall be eligible to vote at any election organized by the Association or on any motion raised at any Member's meeting.
- (b) A Member in Good Financial Standing may vote by Proxy, PROVIDED that the Proxy is delivered to either the Chair of the Electoral Committee or the incumbent Secretary within the time and in the manner provided hereunder and the nominated Proxy is eligible to vote on his own account under this Bylaw.
- (c) If required, the Electoral Committee may select scrutineers amongst Members of the Association to assist them with the collation and tally of Proxy votes.

Section 2 Selection of an Electoral Committee

- (a) In the January monthly general meeting of any election year, three (3) Members of the Association in Good Financial Standing shall be elected by Members as Electoral Officers with the mandate to organize, conduct and oversee the election of new Executive Officers of the Association. One of the Electoral Officers shall be approved by Members as the Chairperson of the Electoral Committee.
- (b) The Electoral Officers shall serve in the Electoral Committee for a period of two (2) years following their appointment.
- (c) The term of any Electoral Committee shall terminate following the election of a new Electoral Committee pursuant to Article V Section 2(a) hereof.
- (d) During their term, the Electoral Committee shall conduct interim elections, if necessary, to fill any vacancy in the Executive.
- (e) The Electoral Committee shall in all cases organize and conduct election to offices through secret ballot following proper and fair verification of Members for purposes of determining eligibility to vote pursuant to this Bylaw.
- (f) Election disputes shall be promptly settled by the Committee of Past Presidents with an input from a nominated Member of the Association knowledgeable in law and dispute settlement. The recommendation of this committee shall be presented to Members for ratification at a monthly meeting at which the notice of such meeting includes the committee's presentation as a line item in the proposed agenda.

Section 3 Election Schedule

- (a) In each election year, the notice of meeting for the January monthly general meeting shall clearly notify Members that the general election of the Executive Officers shall take place at the March Annual General Meeting, and that the Electoral Committee shall be elected by Members at the January monthly general meeting.
- (b) The election of the Electoral Committee shall be a separate item in the agenda of the January monthly meeting of any election year.
- (c) The Electoral Officers shall be elected at the January monthly general meeting in an election year, and failing which such officers must be elected by the Members at the February monthly general meeting.
- (d) Nominations of members interested in running for Executive office shall open once the Electoral Committee has been elected. Nomination forms shall be made available to Members not later than a week thereafter.
- (e) Members presenting themselves or nominating other members shall include their names on the nomination forms. Each nomination must be seconded by one registered member in order to be eligible for any Executive office.
- (f) Nominations for office shall close at 6.00p.m. on either the last Sunday of February or at the February monthly meeting of the Association, whichever occurs last.
- (g) The Electoral Committee shall list and tabulate all nominations for the executive positions and shall send the list to Members of the Association in Good Financial Standing at least ten (10) days prior to the election.
- (h) The Electoral Committee shall prepare a ballot list with the names of all nominees for all positions in an alphabetical order commencing with the office of the President and ending with the Assistant Director of Humanitarian Affairs pursuant to Article IV Section 1(g)(i) to (xii) of this Bylaw.
- (i) The Electoral Committee shall send the ballot to Members of the Association not later than ten (10) days prior to the election. The ballot shall also be made available and ready for use on the day of the election.
- (j) The election date is set for the month of March in an election year.
- (k) There shall be a manifesto during the February monthly general meeting. The Members running or nominated to run for an office shall present themselves to the general meeting indicating the positions they are running for, and provide the reasons and their qualifications to take such responsibility. The candidates for the Executive office or Trustee positions are encouraged to present sufficient background information about themselves to enable voting Members to make the best judgment

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regarding their capability for the office or position they seek. This information should also include what the candidate hopes to contribute for the continued growth of the NCAC during his period in the coveted office. Since all positions are voluntary, it is crucial that voting members be presented with adequate information to make a prudent choice for, and on behalf of, the Association.

- (l) A Member in attendance is entitled, within the period permitted, to ask any of the candidates' questions regarding their preparedness and qualifications for the office or position, as well what they intend to bring to the office. Such question-and-answer process shall be carried out in an orderly and respectful manner under the direction of the Electoral Committee.
- (m) Nominees vying for the same position shall make presentation in any order established by the Electoral Committee following a toss of a coin or through blind picking of sealed numbers by the candidates.
- (n) If there is only one candidate for a position, then such candidate shall be declared elected to the office or position PROVIDED that such person meets the basic qualification requirements and criteria established in this Bylaw for such office.
- (o) Registered members who are eligible to vote but are unable to be present on the day of the election must send in their ballots to the Electoral Committee indicating their preference for any of the nominated candidates no later than 11:00 AM on the day scheduled for the election or otherwise vote by Proxy if a duly submitted Proxy was received in the manner provided herein.
- (p) Before ballot papers are sent off to eligible Members, the Financial Secretary/Treasurer shall certify all of the eligible voters.
- (q) On the election day, votes of Members in attendance shall be tabulated alongside votes of duly submitted absent ballots and/or Proxies.
- (r) Each candidate for an Executive office or Trustee position shall tender a police clearance obtained in the current year. Failure to provide such clearance to the Electoral Committee before or on the election day shall disqualify such candidate from the election. The Electoral Committee will proceed to elect another person for the position.
- (s) The Association shall refund to each candidate the cost of obtaining the police clearance upon tendering the original receipt thereof to the Treasurer and the subsequent approval of the current Executive.
- (t) Newly elected Officers and Trustees shall assume office at the meeting immediately following their election but after taking the Association's Oath of Office in Schedule "A" of this Bylaw. The outgoing officers and/or Trustees shall work with each newly elected officer and/or Trustee to ensure timely settlement into their respective positions and a smooth transition.

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ARTICLE VI: Finances

Section 1 Financial and Asset Control

(a) All financial documents of the Association, including without limitation, cheques, Promissory Notes, Bills of Exchange shall be co-signed by either the President or Vice President, in the absence of and with the prior authorization of the President or the approval of the majority of Members at a duly convened meeting, and either the Treasurer or the Secretary. Documents shall include paper and electronic media.

Signatories should be President or Vice President and Treasurer or Secretary; the signing mandate be also applicable to electronic signature/authorization.

The President of the Association should be primary signatory to all cheques and documents, and only when he/she is not available for more than 72 hours that he can delegate all of his/her signing authorities to the Vice President in writing for audit trail.

(b) All title, assets or property related documents of the Association including, without limitation, transfer documents, sale or purchase agreements, assignments, Deeds, mortgages, licenses, agreements, contracts and engagement on behalf of the Association shall be signed in the manner provided under Section 1 (a) of this Bylaw.

(c) (i) For the purpose of carrying out its objective, the Association may borrow, raise or secure funds or monies in accordance with the applicable laws and regulations in Alberta, as it deems fit; Provided that such funds or monies shall be borrowed, raised or secured in any form whatsoever by a Special Resolution and the issue of such proposed fund raising shall be clearly stated in the notice of meeting.
(ii) Where Grant opportunities are available without any funding commitment from NCAC, only the Executive approval is required and the prior approval of the simple majority vote of members clause in (i) above is not required.

(d) All property acquired with the funds or monies of the Association shall become the property of the collective membership and shall accordingly be used only for Member's collective interest and benefit and for the privilege of Members in Good Financial Standing. Any sale, disposal or transfer of any such property shall be carried out in accordance with this Bylaw. Notwithstanding anything to the contrary hereunder, no such

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sale, disposal or transfer of property will be effective unless upon prior recommendation of the Executive and the subsequent approval by at least a 75% majority vote of Members at a general meeting called by not less than twenty-one (21) days written notice thereof.

- (e)
 - (i) The Executive shall present to general meeting annual operating and capital budget or interim budget for approval by at least 75% majority vote of members at a general/special meeting on or before December 31 each year.
 - (ii) The Executive may approve un-budgeted disbursements of cumulative amount up to \$10,000 Canadian funds within a financial year and reports presented to members at a general meeting at least once a year.
 - (iii) Any un-budgeted disbursement in excess of the maximum cumulative amount of \$10,000 in (ii) above shall be approved by members at a general monthly meeting or special meeting as the case may be for emergency expenditures.
- (f) Except to the extent provided hereunder, the Executive, Trustees and/or any other Member of the Association shall not be paid or otherwise receive any remuneration for services performed for the Association.
- (g) Subject to Section 1(f) of this Article VI, a member hired in any professional capacity or employed in any capacity by the Association shall be entitled to payments or salary agreed prior to such engagement and which remuneration have been approved by the Members pursuant to this Bylaw.
- (h) A Member may, however, be entitled to reimbursement for any reasonable personal expenses incurred in the rendering of service to the Association or for any approved purchase made for the Association and validated with a receipt; Provided that a prior approval of any such expenditure was obtained from the President or the authorized member of the Executive. For greater certainty, the Association shall not reimburse any expenditure that is not approved in the manner stated herein or which was approved but the original receipt has yet to be submitted in the manner required herein.

Section 2 Inspection of Books and Records

- (a) A Member in Good Financial Standing shall be entitled to inspect all books and records of the Association, in whatever manner kept, at the Annual General Meeting.
- (b) A Member in Good Financial Standing may, upon fourteen (14) days prior written notice to the Executive delivered to the Secretary, request to inspect the books and records of the Association. The Association

shall not be under any obligation to provide copies of such books or records to the requesting Member nor shall such a Member copy such records during the inspection for purposes of the privacy and confidentiality of the confidential and sensitive information of the Association's Members contained therein.

- (c) To the extent required to perform their duties under this Bylaw, each member of the Executive and Trustees shall, at all times, have access to the books and records, including financial records, of the Association.
- (d) The books, accounts and records of the Association kept by each of the Secretary and Treasurer shall be audited at least once every year by an independent Internal Auditor appointed at the Annual General Meeting. Provided that the appointed Internal Auditor engaged to review and audit the financial books of the Association shall be a Chartered Professional Accountant, and shall perform such service in a diligent and professional manner. Such Internal Auditor shall be a member of the Association but not a member of the Executive, who will report directly to the general house for the purpose of maintaining independence. The requirement for external Audit may be subject to specific requirements of funders, other legally allowed stakeholders or at the request of members.
- (e) The audited financial statement of the Association for the year ended December 31 shall, after review by the Trustees of the Association, be presented to Members at the March general meeting following such end of year.

Section 3 Annual Budget

The annual operating budget or interim budget for the Association must be prepared by the Executive and presented to the general meeting for approval by 75% majority of members at general meeting with 21 days' notice on or before 1st January each year. Approval process must be in accordance with the financial policies and procedures of the association.

The Executive will ensure strict adherence to the approved annual budget and ensure its full implementation.

ARTICLE VII: Trustees

Section 1 Trustees

- (a) Effective from the Annual General Meeting of March 2011, the Association shall have three (3) Trustees.
- (b) Three Trustees shall be elected at the Annual General Meeting of the Association, with each of the first and second elected Trustees to serve for an initial period of two years following their election and the third Trustee to serve for an initial period of one year from the date of his election.
- (c) Subsequently, and subject to Article VII, Section 1(d), any Trustee elected under this Bylaw shall serve for two (2) years.
- (d) In the event of vacancy, due to resignation, illness, death or any other excusable causes, the general meeting shall fill the vacancy by an election duly organized by the Electoral Committee. The replacement Trustee shall serve out the term of the Trustee being replaced.
- (e) A Trustee shall not serve for more than two (2) consecutive terms but shall be eligible to serve as a Trustee in future immediately after the second anniversary following such successful two term tenure as a Trustee of the Association.
- (f) Subject to this Article VII Section 1(b), two (2) Trustees shall resign and be replaced at the Annual General Meeting in an election year.
- (g) Notwithstanding anything to the contrary herein, a Trustee may be removed if he breaches his oath of office or is in any way adjudged to bring the Association to disrepute. Any motion to remove a Trustee of the Association under this Article VII Section 1(g) must be recommended by the Executive Officers and subsequently approved by Members in a general meeting following at least twenty-one (21) days written notice at which the motion to remove such Trustee was clearly communicated to Members.
- (h) In either manner of removal of a Trustee in this Bylaw, such person shall stand removed by a majority vote of at least 75% of Members in attendance at a general meeting at which not less than twenty-one (21) days written notice of such Trustee's removal was given to Members either independently or with the usual monthly meeting circular.

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Duties of the Trustees

Section 2

- (a) The Trustees shall be generally charged with ensuring the integrity of the proceedings of the executive committee. In carrying out this responsibility, the Trustees may at any time, with two (2) days prior written notice to the President, request and examine any records, accounts, minutes or other documents of the Association.
- (b) The Trustees shall be the overseer and patrons of the Association and in that capacity provide direction to the Executive and Members, as well as ensure the smooth and peaceful operation of the Association.
- (c) The Trustees may, as they deem fit, attend executive meetings but only in an observer capacity and shall neither possess any voting rights nor participate in decision making at such executive meetings.

ARTICLE VIII: Committees

Section 1 The Committee of Past Presidents

There shall be "*The Committee of Past Presidents*". The chair of this committee shall be elected by the members of this committee, and shall serve as the liaison to the Executive on behalf of the committee. The committee shall meet at least once every quarter or as deemed necessary following any request from the Executive, and the incumbent President of the Association or his duly authorized representative shall be eligible to attend such meetings. For greater certainty, this committee does not have any executive duties, responsibilities or function of any kind under this Bylaw and will:

- (a) perform a strictly advisory role to the Executive as and when requested to do so by the Executive;
- (b) assist the Association and the other committees of the Association to maintain and sustain relationships and vital contacts established in the past in due consultation with the current Executive;
- (c) provide a mediatory role for the Association on such matters as may be referred to it by the Executive; and
- (d) assist in fund raising for the Association as may be required, and on each occasion bring their contacts and experience to the planning and execution of such fund-raising events.

Section 2 The Property Committee

The Association shall have a "*Property Committee*" comprising of five (5) members in Good Financial Standing, each nominated by the Executive and approved by Members in general meeting. The Property Committee shall:

- (a) take annual stock of the Association's properties, assets and real properties wherever located;
- (b) comply with and follow the policies and guidelines established by the Association, as amended from time to time, for the efficient management, use, financing and overall maintenance of the Association's real properties, tangible and intangible assets and other proprietary interests;
- (c) report to and be accountable to the Executive and Members in general meetings, and must obtain the consent and ratification of the Executive for its operations, policies and decisions;
- (d) provide regular monthly reports and accounts to the Executive on any monies realized from renting any real properties or other assets of the Association;

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- (e) ensure that any lease or rental of the Association's property is properly documented with the terms and conditions of such lease or rental clearly stated in writing; and
- (f) not have any authority whatsoever to sell, transfer or dispose any property or asset of the Association without the approval of such intent by the Executive, and which approval shall further be ratified and endorsed by at least 75% majority vote of Members at a properly called general meeting in the manner provided in this Bylaw.

Section 3 Nigerian Independence Celebration and the Gala night Committee

- (a) The Association shall hold a Gala Night each year in the month of October to commemorate the Nigerian independence anniversary or at such other day and month closer to October, as the Executive may recommend for approval of Members at a general meeting.
- (b) The Executive shall nominate the chair or co-chairs of each year's Gala Night and the nominees shall be presented to Members at the next general meeting following such nomination.
- (c) Notwithstanding anything to the contrary in this Bylaw, the nomination of the chair or co-chairs of the Gala Night shall be made by the Executive not later than the month of March for presentation to Members at the April monthly general meeting; PROVIDED that in an election year, the outgoing Executive shall have no powers to appoint the Gala Night chair or co-chairs. The responsibility shall be the prerogative of the incoming Executive to make such appointment as quickly as possible and, in any event, not later than the April monthly meeting following their election.

Section 4 Duties of the National Day/Gala Night Chairperson

- (a) Each year, the Executive shall appoint a chairperson or co-chairpersons for the national day and Gala Night event pursuant to Article VIII, Section 3 of this Bylaw.
- (b) The chairperson or co-chairpersons shall, in conjunction with the Executive, present to Members the overall event plan for the national day and Gala Night.
- (c) The chairperson or co-chairpersons shall be primarily responsible for raising funds for the Gala Night event, including recommending to Members the various categories of ticket costs for the event.
- (d) The chairperson or co-chairpersons shall have the overall responsibility for the execution of the Gala Night.

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- (e) The chairperson or co-chairpersons shall seek and recruit suitable members of the Association as members of the Gala Night committee and sub-committees. All members of the Executive shall be members of the Gala Night committee.
- (f) The chairperson or co-chairpersons shall preside over all Gala Night committee meetings.
- (g) The chairperson or co-chairpersons shall keep accurate record of funds realized and expenses made, and promptly provide an accurate account to Members after the Gala Night event, and in any event not later than two months following the Gala Night.
- (h) The chairperson or co-chairpersons shall, in the performance of their responsibilities, be accountable to the Executive.
- (i) The chairperson or co-chairpersons shall have no authority to commit or engage the Association financially or contractually for any reason whatsoever without the prior consent of the President and the Executive.
- (j) The chairperson or co-chairpersons shall not assume or usurp the functions of the Executive nor shall they at anytime be construed to replace, duplicate or usurp the duties or functions of any of Executive Officers of the Association.

Section 5 Ad Hoc Committees

To ensure efficient and inclusive running of the Association, the Executive may from time to time set up ad hoc committees to review, investigate, undertake a task, provide additional information or otherwise perform a duty for the best interest of the Association.

The Executive, acting through the President, shall provide the term of reference for each *ad hoc* committee and the time within which the committee shall complete and submit or present its report/findings to the Executive and/or the general meeting. In this regard:

- (a) The Executive shall nominate/appoint a chair or co-chairs of each *ad hoc* committee and the nominees presented to Members at the next monthly general meeting following such nomination.
- (b) The chair or co-chair of the committee shall hold such position at the discretion of the Executive.
- (c) Nominees to any *ad hoc* committee shall be Members in Good Financial Standing at the time of their nomination and who are willing to volunteer their time and services to promote the interest of the Association for the benefit of Members.

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- (d) Members of *ad hoc* committees may be invited to attend meetings of the Executive, but such members are not entitled to receive any written notice of such executive meeting, and shall have no voting rights at such meeting. For greater certainty, the invited committee members shall leave the meeting when requested to do so by the Executive.
- (e) The Executive shall disband, or change the members of, any *ad hoc* committee if they determine that such committee or its members are unable to fulfill their task, and shall immediately notify Members of such development.

Section 6 Terms of Reference for Ad Hoc Committees

- (a) The Executive shall provide each *ad hoc* committee with a term of reference and guidelines on their roles, responsibilities and the time within which to complete their project, task or assignment.
- (b) Each *ad hoc* committee shall comprise of the number of persons the Executive deems necessary to accomplish the task under consideration but to ensure inclusiveness and robust performance, an *ad hoc* committee shall not comprise of less than two (2) members.
- (c) Unless instructed otherwise by the Executive, an *ad hoc* committee shall present a written report on all its activities to the Executive and/or Members.
- (d) Upon request, the Executive may extend the time within which an *ad hoc* committee is required to complete and present its report.

ARTICLE IX: Disposal, Sale and Transfer of NCAC Real Property

Section 1 Introduction

- (a) This section sets forth general requirements for the disposal, sale or transfer of the Association's real property for any purpose.
- (b) If the Association requires to raise money through mortgage or pledge of its real property, the Executive shall ensure that the best deal possible is negotiated for the Association in good faith and at arms length.
- (c) The Association's real property shall not be used as a collateral or security for the debt of any Member under any circumstances.

Section 2 Conditions for the Disposal, Sale or Transfer of the Association's Real Property

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- (a) The Executive shall determine if it is in the best interest of the Association to dispose, sell, charge, mortgage or pledge any of the Association's real property ("**Real Property**").
- (b) The Executive shall thereupon initiate such action through the following steps:
 - (i) A written motion recommending the disposal, sale, transfer, mortgage or pledge of the Association's Real Property shall be made and signed by any Executive Officer detailing the need, reasons and basis for the motion as well as the benefit to the Association. The motion shall be supported in writing by two Members on the basis of which the Secretary shall give a notice of not less than two (2) clear months written notice with a reminder notice to Members of not more than fourteen (14) days or less than three (3) days, each setting out the contents of the motion and the date and time of the proposed meeting for its discussion by Members.
 - (ii) Members shall discuss the motion at the meeting called pursuant to Article IX Section 2(a)(i) in an orderly manner coordinated by the Chair of the Property Committee.
 - (iii) After exhaustive discussion of the merits or otherwise of the proposed motion, a vote shall be called and the motion must be approved by at least a 75% majority vote of Members present at such meeting
- (c) Notwithstanding anything to the contrary herein, the Executive must seek the written approval of the following for the motion to recommend the sell, mortgage or pledge of the Association's Real Property to become a motion to actually sell, mortgage or pledge for the purpose of raising funds.
 - (i) At least three (3) Members of the Association's Property Committee;
 - (ii) At least three (3) Members of the Committee of Past Presidents; and
 - (iii) All the current Trustees.
- (d) The Executive shall confirm the market value of the Real Property which it seeks to dispose, sale, mortgage, pledge or transfer through two independent appraisers that are not connected with the transaction under consideration.
- (e) In the case of a mortgage or pledge for the purpose of raising funds for the Association, the Executive must secure a prior approval of not less than 75% majority vote of Members in Good Financial Standing in a ballot cast in a general meeting called by not less than two (2) clear months notice and a subsequent reminder

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notice thereof as provided herein for the purpose of entertaining the motion to pursue such transaction on behalf of the Association. The notice shall disclose all the details of the transaction as well as the parties involved.

- (f) The Executive shall present a formal motion to actually dispose, mortgage or pledge any of the Association's Real Property with a copy of the recommendation to sell, mortgage or pledge such Real Property signed by all the parties mentioned in Article IX Section 2(c)(i), (ii) and (iii). The motion must be approved by a 75% vote of Members in a general meeting called pursuant to this Bylaw for the purpose of entertaining the motion to dispose, mortgage or pledge the Association's Real Property.
- (g) The Secretary must prepare three copies of a document titled "*Intention to Dispose NCAC Real Property*" or "*Intention to Pledge NCAC Real Property*" stating the property location, description and the following clause:
 - (i) "This is to certify that an approval for the sale, mortgage or pledge of the Association's property described in this document has been obtained and a resolution has been passed by Members in a properly constituted meeting held on [*insert full date here MM-DD-YY*] and all requirements for the sale, mortgage or pledge of the said property has been fulfilled in compliance with Article IX Sections 2 of the Association's Bylaw"
 - (ii) This document must be executed before a notary officer after identification of each responsible persons with two forms of Canadian identities. All the Association's Members involved in compliance with Article IX Sections 2 of this Bylaw must sign this document in the following order stating name, position held in the Association and their respective addresses:
 - (A) Executives Members' signature;
 - (B) NCAC Property Committee Member's signature;
 - (C) Trustee Member's signature; and
 - (D) Committee of Past President Member's signature.
- (h) Copies of the transaction document(s) must accompany the disposal, sale, mortgage, transfer or pledge thereof, a copy kept by Secretary of the Association and the third copy kept by the Association's lawyer.
- (i) In the event that the Association does not owe any monies on any of its Real Property, the Executive may initiate and have registered in the Association's favor a caveat to further signify the Association's interest in such Real Property should some one decides to use the property as security for a private debt or otherwise dispose of the Property without the knowledge of the Association.

Section 3 Manner of Sale of the Association's Property

- (a) When it has been determined that it is in the interest of the Association to dispose or pledge the Association's Real Property, it may be disposed of in one of the following ways, whichever is considered to bring the highest net return or benefit to the Association:
 - (i) Trade-in for new real estate property with higher and better value;
 - (ii) Sale through Canadian Multiple Listing System (MLS) with the clause "*Subject to Article IX of the Association's Bylaw*" in the listing;
 - (iii) In the case of a mortgage or pledge, the details of the transaction must be made known to Members and the motion of Members authorizing same approved in the manner provided under this Bylaw following a proper notice to that effect to Members.

Section 4 Processing of Proceeds from Sales

Proceeds from any Real Property sale, mortgage or pledge shall not be used for any other purpose except that stated in the recommendation to sell, mortgage or pledge, unless an approval is obtained from all the parties stated in Section 2(c) of this Article and further compliance with Section 2(g)(ii) of this Article, as well as any other applicable provision of this Bylaw.

Section 5 Limitation of Sales to Certain Members, their Near relatives or Agents

- (a) No one elected as officer of the Association, agent, a near relative of such officer, may act as a realtor, lawyer, notary public, and broker or property appraisal for the purpose of disposal, mortgage or pledge of the Association's Real Property.
- (b) Near relative is defined as husband, wife, mother, father, daughter, son, sister, brother, and step-relatives and in-laws in the same relationships.
- (c) Exceptions to Article IX, Section 5(b) must be approved by simple majority of Members at a general meeting and the beneficiary or beneficiaries of such exception must be disclosed to Members. The beneficiary or beneficiaries shall reclude himself/themselves from the deliberations connected with such transaction and shall not vote on the matter.

ARTICLE X: Disposal and Transfer of NCAC Equipment Other than Real Property

Section 1 Introduction

- (a) This section sets forth general requirements for the disposal of any NCAC owned equipment or materials. For greater certainty, the manner of disposal and transfer of the Association's equipment or materials in this Article X shall not apply to the sale, disposal, transfer, mortgage or pledge of the Association's Real Property provided in Article IX.
- (b) Any NCAC equipment or materials earmarked for disposal or transfer must be duly owned by the Association with title vested in the Association, and the Executive shall have the responsibility of verifying that the terms of donation of such equipment or material does not prohibit such outright disposal or transfer.

Section 2 Determination of Excess Equipment or Materials

- (a) The Executive shall determine whether an item has no further value to NCAC through the following steps and the said equipment can be disposed of as excess equipment or materials.
 - (a) A motion to determine an equipment or material as excess must be presented by any member of the Executive in an executive meeting.
 - (b) A simple majority of the Executive is required to approve this motion.
 - (c) The Executive shall recommend for the approval of Members any Executive determination that any equipment or materials of the Association be disposed.
 - (d) The Members shall, in a properly constituted general meeting, approve, modify or reject such recommendation by a simple majority vote.
 - (e) Recommendation to donate such equipment or materials to another organization shall be approved by at least 75% majority vote of Members at a general meeting duly called and constituted.

Section 3 Manner of Disposal

- (a) When it has been determined that it is in the best interest of the Association's to dispose the property, it may be disposed of in one of the following ways, whichever is considered to bring the highest net return or benefit to the Association:

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- (b) Trade-in on new equipment with higher value;
- (c) Public sale to the highest bidder;
- (d) Sale on a "first come, first served" basis if a fair market value has been established by the Executive and the availability and the price of the items(s) are made known to Members through a circular titled "Disposal of the Association's Equipment or Materials";
- (e) Private sale to an individual when the cost and effort involved in arranging for a sale by any of the methods in subsections (b), (c) or (d) hereof would be disproportionate to the return expected, and the Executive has determined that the sale price is reasonable.
- (f) Donation of excess material to an organization outside NCAC if the market value of the excess material is below the costs required for handling, record keeping, storage, and other costs associated with trade or sale; and prior approval of a 75% majority vote of Members at a general meeting has been secured.
- (g) A transfer form for the equipment or material must be filled by the Secretary and must include the following:
 - (i) Name of the item(s), NCAC number, descriptions and current state, original costs,
 - (ii) Attach copy of the Member's resolution approving the disposal, sale or transfer of the equipment or material.
- (h) The disposal or donation form must be signed by the President, Treasurer and Secretary.

Section 4 Processing of Proceeds from Sale

Proceeds from the sale of excess equipment or materials shall be processed in accordance with the applicable provisions of Article VI regarding Finances under this Bylaw.

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Section 5 Limitation of Sale to Certain Members and their Near relatives

- (a) No one elected as Officer of the Association or a near relative of such Officer, shall purchase excess material directly or indirectly from the Association or otherwise benefit in any form whatsoever from the disposal of such equipment or material.
- (b) Near relative is defined as husband, wife, mother, father, daughter, son, sister, brother, and step-relatives and in-laws in the same relationships.
- (c) Exceptions to these provisions must be approved by simple majority of Members at a general meeting and the beneficiary or beneficiaries of such exception must be disclosed to Members. The beneficiary or beneficiaries shall reclude himself/themselves from the deliberations connected with such transaction and shall not vote on the matter.

Section 6 Responsibilities

The Executive is responsible for implementing these procedures and maintaining records which will substantiate compliance with this provision.

ARTICLE XI: Amendment of NCAC Bylaw and Dissolution of the Association

Section 1

- (a) This Bylaw shall not be suspended, altered or added to except by a Special Resolution of Members passed at a duly convened general meeting.
- (b) Special Resolution shall mean a majority of not less than 75% of such Members entitled to vote as are present in person at a duly-called general meeting in which a quorum is formed and of which twenty-one (21) days written notice specifying the intention to propose such a Special Resolution has been given to Members in the manner provided herein.

Section 2 Dissolution

In the event of dissolution or liquidation of the Association:

- (a) Subject to Article XI, Section 2(b) below, all assets (other than gaming proceeds) remaining after payment of liabilities will be distributed to one or more recognized Canadian charitable organizations as determined by the Members in general meeting, as advised by the Executive and Trustees, and should they fail to do so, then the appointed liquidator shall nominate such charitable organization; and

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- (b) any gaming proceeds remaining will be donated to another charitable or religious organization or transferred in trust to a municipality in accordance with the *Alberta Gaming and Liquor Commission Charitable Gaming Policy, Section 2.1, Standard 1 (h)* (as that AGLC Charitable Gaming Policy is amended from time to time).

ARTICLE XII: Declaration

THIS BYLAW HAS BEEN APPROVED BY MEMBERS AT A DULY CONVENED GENERAL MEETING HELD AT THE NCAC HOUSE THIS 27TH DAY OF MARCH, 2022.

MR. MOSES ONMONYA
GENERAL SECRETARY

MR. PATRICK ETOKUDO
PRESIDENT

SCHEDULE "A"

THE ASSOCIATION'S OATH OF OFFICE

I, -----, [SAY YOUR FULL NAMES] DO SOLEMNLY
SWEAR [OR AFFIRM FOR PERSONS WHO DO NOT WANT TO USE
THE WORD "SWEAR"] THAT I WILL FAITHFULLY
PERFORM AND CARRY OUT THE DUTIES AND RESPONSIBILITIES
OF THE OFFICE OF -----[SAY POSITION
ELECTED INTO] OF THE NIGERIAN CANADIAN ASSOCIATION OF
CALGARY (NCAC) AND, AT ALL TIMES, I WILL TO THE BEST OF MY
ABILITY PRESERVE, PROTECT, DEFEND AND UPHOLD THE
BYLAWS OF THE NIGERIAN CANADIAN ASSOCIATION OF
CALGARY AND ALSO SERVE THE ASSOCIATION'S MEMBERS
WITH FAIRNESS, HONESTY AND INTEGRITY, AND CONDUCT THE
AFFAIRS AND BUSINESS OF THE ASSOCIATION IN AN EFFICIENT
AND ETHICAL MANNER. SO, HELP ME GOD.

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