

**CONSTITUTION FOR  
ABEINGO ASSOCIATION**

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**BE IT ENACTED as the constitution of the Association as follows:**

**ARTICLE 1:  
INTERPRETATION**

**1.01 Definitions:** In this constitution and all other resolutions of the directors and members of the Association, unless the context otherwise requires:

"**Act**" means the Corporations Act (Ontario) and any Act that may hereafter be substituted thereof, as from time to time amended.

"**Constitution**" means a bylaw relating generally to the transaction of the business and affairs of association.

"**Association**" means the people who support the proposal and after as (No name identified yet)

"**Letters Patent**" means the letters patent incorporating the Association as from time to time amended and supplemented by letters patent.

"**Member**" means a member of the Association.

"**Board**" means the Board of Directors of the Association.

**"Officer"** means board members or employees of the Association.

**"Meeting of Members"** includes an annual general meeting, regular meetings and special meetings of members.

**Word** importing **number** include the singular and plural; words importing **gender** include the masculine, feminine and neuter genders; and words importing **persons** include individuals, corporations, partnerships, trusts and associations.

## **ARTICLE 2: PURPOSE/OBJECTIVES OF THE ASSOCIATION**

**2.01 Purpose:** The purpose of this association is to establish and maintain an Ontario-based not for profit, non-political and non-denominational social association that will empower members economically through social support. The association will serve the general interests of the members through self-help and promote understanding among members through cultural and social interaction.

1. Uniting the residents of Ontario who are of Abeingo Origin
2. Preserving and perpetuating the traditions of Abeingo
3. Sponsoring literary, musical and other education and cultural events and conventions for the promotion of people of Abeingo decent
4. Promoting interest of members and mutual aid and assistance whenever necessary
5. And such other complementary purposes not inconsistent with these objects

## **ARTICLE 3: TRANSACTION OF THE AFFAIRS OF THE ASSOCIATION**

### **3.01 HEAD OFFICE:**

Until changed in accordance with the act the head office of the association shall be the President's home address or an address of chosen by the board.

### **3.02 SEAL:**

The seal of the association shall be in the form impressed hereon

### **3.04 FINANCIAL YEAR:**

Until changed by the general membership, the fiscal year of the Association shall end on June 30th of each year.

### **3.05 EXECUTION OF INSTRUMENTS:**

Deeds, transfers, assignments, contracts, obligation, certificates and other instruments may be signed on behalf of the association by any two (2) of the president, vice-president, and the treasurer with approval of the members. In addition, the board may from time to time direct the manner in which the persons by whom any particular instrument or class of instruments may or shall be signed.

Any person authorized to sign an instrument on behalf of the association may affix the corporate seal thereon.

### **3.06 BANKING ARRANGEMENTS:**

The banking business of the association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the members. Such banking business or any part thereof shall be transacted under such agreements; instructions and delegation of powers as the members may from time to time prescribe or authorize.

## **ARTICLE 4:** **MEMBERSHIP**

**4.01 Membership:** Membership in the association is by invitation and voluntary to all those who subscribe to the objectives of the association, and continue to fulfill the obligations of a member as described herein. Individuals under the age of 18 years have to be accompanied by a parent, guardian or mentor. The individual has to subscribe to the objectives of the association and continue to fulfill the obligations of members as described herein

### **4.02 Obligations and duties of a member**

1. Payment of a non-refundable registration fee of \$50
2. Actively participates in the activities/events of the association
3. Pays regular contributions.

### **4.03 TERM OF MEMBERSHIP**

The interest of a member in the association is not transferable and lapses and ceases to exist upon:

1. failure to pay the fee for membership and other prescribed contributions if any, within a reasonable time after which such fee is due as the board may prescribe from time to time;
2. Upon death;
3. A member resigning;
4. Otherwise ceasing to be member in accordance with the by-laws of the Association

**4.04** The Board of Directors is empowered to approve or reject the acceptance of a member subject to ratification at a general meeting of members by a simple majority of 50% + 1 conducted by a secret ballot of the regular voting members present.

**4.05** The Board of Directors shall periodically review and establish regular membership fees subject to ratification by a simple majority of 50% + 1 of regular voting members present at an Annual General Meeting.

**4.06** Any member who wishes to withdraw from membership in association shall notify the Board in writing and upon receipt by the Board of such notice, the member shall cease to be a member. The board shall direct the treasurer to forward a refund of the contributions made by the ex-member less the expenses of the association.

**4.07** A General Meeting of members may adopt a resolution to expel or to suspend any regular voting member whom:

1. Conducts himself/herself in an improper or unbecoming manner one third of the members.
2. Willfully commits a breach of the constitution and bylaws of association
3. Acts in conflict with the mission and objectives of the association or endanger its reputation.
4. No member shall be expelled or suspended without having been notified of the charge against him/her and without having been first given an opportunity to be heard at a special meeting called for that purpose by the Board.

**4.08** Cessation of membership shall in no way relieve a former member of association of any obligations to the Association by virtue of having been a member.

**4.09** Any member who resigns, withdraws, or is expelled from the Association shall forthwith forfeit all rights, claims and interests arising from or associated with membership in association

## **ARTICLE 5:** **GENERAL AND SPECIAL MEETINGS**

**5.01** **The Annual General Meeting** (A.G.M.) of the Association shall be held each year between 1st day of December of that year and the 15th day of January of the following year.

**5.02** **Quorum.** One third of the regular voting members in good standing shall form a quorum at the Annual General Meeting or any adjournment thereof.

**5.03** **Elections.** At every alternative Annual General Meeting of the Association, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and Report of the Auditors shall be presented. A new Board of Directors shall also be elected and Auditors and other officers of the Association appointed for the ensuing two years.

- 5.04 General Meetings.** There shall be regular general meetings for all members of the Association at such time and places to be agreed upon. Such meetings shall be held for the purpose of enhancing the objectives of the Association as well as dealing with the day to day operations of the Association.
- 5.05 Special Meetings.** The Board, the president or any 5 members upon written request to the secretary, shall have the power to call a special meeting of members at any time. Notice in the manner prescribed for general meetings must be given to the membership.
- 5.06 Place and notice of Meetings.** Meetings of members of the Association shall be held at such time and place as the Board of Directors or a general meeting of the regular voting members shall determine.
- 5.07 Chairperson.** The president or in his/her absence a vice-president of the Association, shall be chairperson of the meetings of members; if no such officer is present within (30) minutes from the time fixed for holding the meeting, one of the other board members shall be chairperson going in hierarchical order. In absence of any of the board members, the persons present and entitled to vote shall choose one person to be the chairman. If the secretary of the Association is absent, the chairman shall appoint some person who should be a member, to act as secretary of the meeting. If desired, one or more attendants, who need not be a member of the board, may be appointed by a resolution or by the chairman with the consent of the meeting, to act as the secretary of that particular meeting.
- 5.08 Giving Notice.** No error or omission in giving notice of any Annual General Meeting, General Meeting or Special Meeting or any such adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat.
- 5.09** For the purpose of sending notice to any member, Director, or officer for any meeting or otherwise the address of any member, director or officer shall be that person's last address recorded on the books of the Association.
- 5.10** Any meetings of the Association or of the Board of Directors may be adjourned at any time from time to time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment except where the period from the time of the original meeting to the proposed time of the adjourned meeting exceeds two weeks. However, information regarding any adjourned meeting shall be made available during this period to any member upon request.
- 5.11** Any regular voting member in good standing shall be entitled to vote at all Annual General Meetings, General Meetings and Special Meetings of members except as otherwise provided for in the bylaws.
- 5.12** Votes of regular members in good standing shall be given in person. However in extreme circumstances where the member is unable to attend for understandable reasons, proxy votes on prescribed forms duly signed by the absent member shall be accepted.
- 5.13** At all meetings of the Association, every question shall be decided by a simple majority of 50 percent plus one of the votes of the regular voting members present at the meeting.
- 5.14** Every question shall be decided in the first instance by a show of hands unless a regular voting member present at the meeting presents a motion for a secret ballot. A declaration by the Chair that the motion has been carried or not carried and an entry to that effect in

the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes cast.

- 5.15** In case of an equality of votes at any such Meetings, whether upon a show of hands or by secret ballot, the Chair shall be entitled to a casting vote.
- 5.16** Poll. After a show of hands has been taken on any question, the chairman may require, or any person entitled to vote on the question may demand a poll. A poll so required or demanded shall be taken in such manner, as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

**ARTICLE 6:  
BOARD OF DIRECTORS**

- 6.01** A Board of Directors shall manage the affairs of Association. The Board shall be composed of Nine (9) of whom six (6) shall constitute a quorum.
- 6.02** Directors. Any Regular member of the association who is eighteen (18) or more years of age may stand for election to the Board of Directors provided that he/she is in good standing.
- 6.03** Each director shall be elected to hold office for two years.
- 6.04** Retiring directors shall be eligible for re-election if they are interested
- 6.05** The election of members of the Board of Directors at an Annual general Meeting shall be by secret balloting.
- 6.06** Vacation of Office.

The office of a director shall be vacated upon the occurrence of any of the following events:

- 1. If a receiving order is made against him/her or if he/she makes an assignment under the Bankruptcy Act.
  - 2. If an order is made declaring him to be mentally incompetent or incapable of managing his/her affairs.
  - 3. Upon death.
  - 4. If by notice in writing to the secretary of the association he resigns his office.
  - 5. If the Director misses three (3) consecutive board meetings without reasonable excuse.
- 6.07** Removal of director A Board member can be removed before the expiration of his/her term of office for cause by resolution passed by a two third majority vote cast at a duly constituted special meeting. Another voting member in good standing can be elected as replacement for the remainder of the term of office of the expelled Board member.

- 6.08** Calling of Meetings. Meetings of the board shall be held from time to time. At the call, each director not less than forty-eight (48) days (excluding Saturday, Sundays and Official Holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all directors are present or if those absent waive notice of or otherwise signify their consent to such a meeting being held.
1. First Meeting of New Board. Provided a quorum of directors is present, each newly-elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.
  2. Regular meeting. The board may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the board fixing the place, day and time of regular meeting of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for such meeting.
  3. Place of meeting. Meetings of the board shall be held at the Head office of the Association or at any other conveniently located and agreeable address.
- 6.09** Directors will not receive any remuneration for their services, either directly or indirectly, for acting as such and shall not receive either directly or indirectly any profit from their office.
- 6.10** The Board of Directors shall have and exercise all the powers of the Association. Thus it may prescribe such rules and regulations relating to the management and operations of the association as they deem necessary, and such rules and regulations shall have force and effect unless rescinded at a General Meeting in accordance with the constitution and by-laws of association.
- 6.11** Conflict of Interest. Members of the board of directors or their immediate family (same household) shall not enter into any business arrangement in which their interest directly or indirectly is in conflict with that of the Association; except on a written and competitive sealed quotation basis, and having declared any interest therein and having refrained from voting thereon. The chairman of any meeting of the board or any committee of the board shall request any member who has declared an interest in business or other financial arrangements with the Association which being discussed to absent him/herself during the discussion of and vote upon the matter. This action shall be duly recorded in the minutes.
- 6.12** Declaration of interest. It shall be the duty of every director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the

Association, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

**ARTICLE 7:**  
**OFFICERS**

- 7.01 PAST PRESIDENT.** The immediate past president shall have the full rights and privileges of a board member including the right to vote. Unless otherwise determined by resolution of the board, the office of the past president shall automatically be filled, immediately after the election of a new president, by the person who held the office of the president immediately preceding such election. The term of such office shall be until the next elections.
- 7.02 PRESIDENT.** The President shall chair general meetings of the association. He/she is responsible for submitting reports to the appropriate general meetings of association. The President shall have other powers and duties as the members may from time to time prescribe. The President is the official spokesperson of association.
- 7.03 THE VICE PRESIDENT.** The Vice President performs the duties of President in the absence of the President and all other duties delegated by the president or the Board
- 7.04 SECRETARY.** The Secretary is the recording officer. Shall be custodian of the records of the business transacted at meetings. Shall have primary responsibility to record accurately the decisions made at meetings. Shall be responsible for sending notices of meetings. In consultation with the President, shall prepare the agendas. At meetings, the Secretary shall record the minutes, date, time, place of the meeting, those in attendance and the list of communications. Shall be responsible for all correspondence and shall attend all meetings of the association.
- 7.05 ASSISTANT SECRETARY.** The Assistant Secretary performs the duties of the Secretary in the absence of the Secretary and all other duties delegated by the Secretary or the Board
- 7.06 TREASURER.** The Treasurer, shall keep full and accurate account of all receipts and disbursements of the association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of association in such bank or banks as may from time to time be designated by the board of directors. Shall disburse the funds of the association under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the association. Shall also perform such other duties, as may from time to time be delegate by the board of directors. Shall be the main signatory to association financial documents including cheques.



- 7.07 ASSISTANT TREASURER.** The Assistant Treasurer performs the duties of the Treasurer in the absence of the Treasurer and all other duties delegated by the Treasurer or the Board.

**ARTICLE 8:**  
**BOARD MEETINGS**

- 8.01** A majority of Directors present at a Board meeting shall constitute a quorum for the purpose of legitimizing the decisions of the Board.
- 8.02** The Board of Directors may hold its meeting at such place or places within Ontario and Canada as it may from time to time be determined. The secretary sends out any such formal notices for meetings.
- 8.03** Any three Directors may formally demand board meetings. Notice of such meetings shall be given to each Director by the Secretary not less than seven days before the meeting is to take place.
- 8.04** The Directors may consider or transact any business either special or general at any meeting of the Board.
- 8.05** Questions arising at any meeting of the Directors shall be dealt with on a consensus basis and failing that, by a majority vote. Each director shall be entitled to one vote. In case of a tie, the motion fails to carry unless in which case the Chair shall have a casting vote to break tie. All votes at any Directors' meetings shall be taken by secret ballot if so moved and approved by Directors' present, but if no motion is made, the votes shall be taken by show of hands.
- 8.06** Proxy votes will be allowed at Board meetings.
- 8.07** A declaration by the President that the motion has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of votes recorded.
- 8.08** In the absence of the President, the Vice-President or any other Director of the Board may be appointed to perform the duties of President.
- 8.09** The Board of Directors shall meet at least four times a year in addition to any Board meetings held at or around the time of the Annual General Meeting of the Association.

**ARTICLE 9:**  
**NOTICE**

- 9.01 Method of giving notices.** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the act the letters patent the by-laws or otherwise to a member, director, officer or the auditor of the Association shall be sufficiently given if delivered to his/her last address as recorded in the books of the Association or mailed by prepaid mail or airmail addressed to him at his/her last address as recorded in the books of the Association or if sent to him/her said address by any means transmitted or

recorded communication. The secretary may change the address on the Association's books of any member, director, officer or auditor of the Association in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have given when deposited in a post office or public letter box; and notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

- 9.02 Computation of time.** In computing the date when the notice must be given under any provision requiring a specified number of days, such as of any meeting or other event, the date of giving the notice shall be excluded and date of the meeting or other event shall be included.
- 9.03 Omissions and errors.** The accidental omission to give any notice to any member, director, officer or the auditor of the Association or non-receipt of any notice by any member, director, officer or the auditor of the Association or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 9.04 Waiver of notice.** Any member, director, officer or auditor of the Association may waive any notice required to given to him/her under any provision of the Act or letters patent or the by-laws of the Association, and such waiver, whether given before or after the meeting or other event of which notice required to be given, shall cure any default in giving such notice.

#### **ARTICLE 10:** **AMENDMENTS**

- 10.01** Amendments to the by-laws of THE ASSOCIATION may be proposed by a motion of the Board of Directors or by a submission from any regular voting member of THE ASSOCIATION registered with the Secretary of THE ASSOCIATION.
- 10.02** The Secretary must send a written notice of proposed amendments to all regular voting members at least thirty days prior to the Annual General Meeting. A two-thirds majority of regular voting members present at the Annual General Meeting is required to amend the bylaws.
- 10.03** From time to time, once all notices have been sent out, amendments may be take place at a general meeting.

**ARTICLE 11:**

**AUDITORS**

- 11.01** A Firm of Auditors appointed by the Annual General Meeting shall audit the books of accounts and financial records of the treasurer of THE ASSOCIATION at least once each year.
- 11.02** A complete and proper financial statement of the Financial standing of THE ASSOCIATION during the previous year shall be submitted by the Treasurer and the Firm of Auditor at each Annual General Meeting of THE ASSOCIATION for approval.

**ARTICLE 12:**

**PROTECTION OF DIRECTORS**

- 12.01** The individual members of the Board of Directors and officers of THE ASSOCIATION, their heirs, executors and administrators shall be indemnified and saved harmless out of the assets of the ASSOCIATION from and against all actions, costs, losses and damages, which they, their heirs, executors or administrators incur or sustain by reasons of act done, concurred in or omitted in the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain through their own willful neglect or default respectively.

**ARTICLE 13:**

**INDEMNITIES**

- 13.01** The Directors of the ASSOCIATION are hereby authorized to cause the ASSOCIATION to pay indemnities to any Director, officer or any person who has undertaken or is about to undertake any liability on behalf of THE ASSOCIATION. Any action taken by the Directors under this paragraph shall not require the approval or confirmation of the members of THE ASSOCIATION.
- 13.02** No Director or officer of THE ASSOCIATION shall be liable for the acts or neglects of any other director or officer or employee or for not joining in any act for conformity in any loss, damage or expense happening to the Association through insufficiency of title to any property acquired by order of the Board of Directors for or on behalf of the ASSOCIATION or for the insufficiency of any security in which funds of THE ASSOCIATION shall be invested or for any loss or damage arising from insolvency or tortuous act of any person or corporation with whom or which any monies, securities, or effects shall be lodged for loss or damage whatever which may happen in the execution of the duties of his or her respective office or trust or in reason thereto unless the same shall happen by or through his or her own willful acts or defaults.

**ARTICLE 14:**  
**DISSOLUTION**

- 14.01** The work of THE ASSOCIATION will be carried on with no gain to its members and officers and incomes generated by its activities will be used solely in the pursuit of the objectives of THE ASSOCIATION.
- 14.02** For the purpose of carrying out its objectives, THE ASSOCIATION may borrow, raise or secure payment of monies in such a manner as it sees fit subject to prescribed limitations set out by resolution of the Board of Directors and to specifications outlined in the by-laws of THE ASSOCIATION.
- 14.03** The Board of Directors shall present a motion for the dissolution of THE ASSOCIATION, to the General members. For the motion to be carried, it shall require a 2/3 majority of the regular voting members present at the meeting.
- 14.04** In the event of dissolution of THE ASSOCIATION, all assets remaining after payment of Liabilities shall be distributed to one or more charitable Associations with similar Objectives as THE ASSOCIATION. The motion for dissolution presented by the Board of Directors to the General Meeting shall contain a clause that reflects this Disposition of the Constitution and by-laws of THE ASSOCIATION.