



**CONSTITUTION OF  
ETHIOPIAN ASSOCIATION IN THE GREATER  
TORONTO AREA AND SURROUNDING REGIONS**

2016

# **CONSTITUTION OF ETHIOPIAN ASSOCIATION IN THE GREATER TORONTO AREA AND SURROUNDING REGIONS**

BE IT ENACTED AND HEREBY IT IS ENACTED as the Constitution of the Ethiopian Association in the Greater Toronto Area and Surrounding Regions (here-in-after referred to as the Association) as follows:

## **Preamble**

We, residents of the Greater Toronto Area and Surrounding Regions of Ethiopian origin:

- Recognizing our unique historical and cultural heritage,
- Cognizant of the linguistic and cultural richness and diversity of Ethiopians in the multi-cultural Society of Ontario, and
- Realizing the need for an organization that represent us and also provide us with a means to achieve the objectives stated under, have established an Association to be governed in accordance with the following provisions:

The Association has been incorporated for the purpose of achieving the objectives set out under Article 3.

The Association shall operate a variety of programs, services, and activities to achieve its purpose. In its operation, the Association is committed to working from an anti racist anti oppressive framework. The Association is also committed to addressing barriers faced by its community members and clients it serves as new immigrants to Canada including but not limited to language barriers, employment, social and other health issues hindering their integration into the host society.

The Board of Directors of the Ethiopian Association in the Greater Toronto Area and Surrounding Regions (The Board), using a Policy Governance Model, is responsible for the mission, mandate, and development of major strategies for the organization. The Board is responsible for making decisions regarding policies, mission statement, goals and provides input into program planning through the development of the Association's strategic direction.

## **Article 1: Name**

- 1.1 The name of the Association shall be The Ethiopian Association in the Greater Toronto Area and Surrounding Regions.

## **Article 2: Mission Statement**

- 2.1 The Ethiopian Association in the Greater Toronto Area and Surrounding Regions is a non-political,

- non-profit, independent, community-based organization established and run by volunteer members who seek no financial or other gains for their participation in the activities of the Association and paid professional staff.
- 2.2 The Association is committed to facilitating the full participation of all persons of Ethiopian origin in the social, cultural and civic life of Canada, and to the preservation and promotion of their rich and diverse cultural heritage.
- 2.3 The Association's programs and services are provided without discrimination on the Basis of race, gender, sexual orientation, age, ethnic origin, creed, political affiliation, religion, physical or mental disability.

### **Article 3: Aims and Objectives**

- 3.1 To facilitate the integration of Ethiopians and other new comers in Greater Toronto Area and the Surrounding Regions in the Canadian society and to foster the retention and development of their cultural heritage within the framework of multi-culturalism.
- 3.2 To facilitate and assist in the resettlement of newly arriving Ethiopians and others and the adaptation of those residing in the Greater Toronto Area and Surrounding Regions.
- 3.2.1 To provide orientation services and information on housing, education, job opportunities, health care, legal aid and other services.
- 3.2.2 To maintain liaison with relevant public and private agencies, local, provincial and federal organizations to promote the flow of information and services.
- 3.2.3 To conduct research and collection of demographic and other data to assist in the assessment of the needs of Ethiopians and other newcomers who seek our services
- 3.2.4 To encourage and promote individual and community development initiatives by providing support in terms of facilitation with private and public institutions and giving technical advice
- 3.3 To educate and sensitize the Canadian public about the plight of Ethiopians and other refugees throughout the world and to seek government and private assistance in the alleviation of this problem
- 3.4 To gather information, report and conduct educational forum and activities on the conditions of Human Rights in Ethiopia and other parts of the world in relation to UN Treaties, Covenants and Conventions.
- 3.5 To promote the development, administration and enforcement of just and equitable policies and legislation concerning all refugees.
- 3.6 To act as a medium of communication between peoples of Ethiopian and other origins and all levels of government on matters related to them.
- 3.7 To assist in the development and foster cooperation among local, provincial and federal Ethiopian and other organizations in order to promote goodwill and mutual cooperation among people of Ethiopian and other origins
- 3.8 To plan, organize and carry out educational, social and cultural activities

- 3.9 To promote, encourage and undertake projects and activities which will further the aim of the Association

## **Article 4: Formalities**

- 4.1 Head office:  
The head office of the Association shall be at such place in the Greater Toronto Area as the Board may from time to time determine by resolution
- 4.2 Corporate Seal;  
Until changed in accordance with the Act, the Corporate Seal of the Association shall be in the form of impressed hereon. The Corporate Seal shall be kept at all times at the head office of the Association.

## **Article 5: Membership**

- 5.1 Qualifications:
- A member is any person 18 years of age and over who:
- a) agrees to abide by the provisions of the Constitution of the Association and completes and signs a membership application and his application is accepted by the Board.
  - b) is not an employee of the Association, and
  - c) pays the annual membership fee.
- 5.1.1 Former employees of the Association shall be eligible for membership in the Association upon the termination of their employment with the Association.
- 5.1.2 Family membership will consist of two members, the applicant and spouse.
- 5.1.3 Associate Members are those who support the objectives of the Association and provide financial and/or other support. Associate members may include individuals, organizations and other incorporated agencies, professional bodies/associations or business entities. Associate Members cannot vote or be nominated for an office but may attend any General Assembly meeting and are entitled to participate in other activities of the Association. The application of Associate members shall be ratified by the Board of Directors.
- 5.1.4 Honorary Members are individuals who have rendered valuable services to the Association. The Board shall identify such individuals and present their name to the AGM for approval.
- 5.1.5 Honorary Members are exempted from paying any membership fee. Honorary Members, like Associate Members, cannot vote or be nominated for an office but may attend any General Assembly meeting and are entitled to participate in other activities of the Association.
- 5.2 Individuals shall be admitted to membership by resolution of the Board of Directors. The Board shall have absolute discretion in any decision regarding the admission to membership in the organization, provided that the candidate for membership has qualifications described in the constitution.
- 5.3 Rights and Privileges of Membership:**

Members in good standing are to be notified of and attend all meetings of Members at which they may speak on all issues concerning the Association and are entitled to one (1) vote on all matters requiring Members' approval. Members may stand for all offices of the Association and those committees for which Members may be participants.

#### 5.4 Members in Good Standing

- a) Members who have paid all required membership fees to the Association within **thirty** days of the beginning of a fiscal year shall be considered Members in good standing.
- b) A Member not in good standing is not entitled to exercise any membership rights until all membership fees owing to the Corporation have been paid.

#### 5.5 No Monetary Gain to Members

Members shall not be compensated for their membership in the Association.

#### 5.6 Terms of Membership

- (a) The term of membership shall be for a period of one (1) year effective from the date of approval by the Board of the membership application.
- (b) Members in good standing, for at least **30** days, shall be entitled to one vote at all membership meetings, including the annual general meeting. Members are subject to all terms and conditions in the By-Laws which apply to Members.
- (c) The interest of a Member in the Association is not transferable and ceases to exist upon his or her death or when he or she ceases to be a Member by resignation, or otherwise in accordance with the constitution of the Association.

#### 5.7 Liability of Members

Members, as Members, are not liable or responsible for any act, debt or obligation of the Association, nor for any claims, injuries, losses, transactions or other things related to the Corporation.

#### 5.8 Registry of Members

The Secretary of the Association shall cause to be maintained a current membership list of all Members of the Association.

#### 5.9 Membership Application and Fees

An application for membership must be submitted to the Board for approval. Membership becomes effective upon the approval of the application by the Board and the payment of membership fee.\* The fee for Members will be set by the Board and payable prior to commencement of the Member's term.

#### 5.10 Termination of Membership

- (a) Any Member may resign at any time by written notice to the Secretary of the Association. Such resignation shall become effective upon its receipt of the note\* by the Association. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Association prior to acceptance of his or her resignation. **Membership fee can also be paid to the associations bank account.**

- (b) The Board may revoke the membership of any Member who is otherwise not compliant with the provisions of this Constitution or for behaviour or actions considered by the Board to be detrimental to the objectives and general interests of the Association. The action of the Board may be appealed to the General Meeting and the General Meeting shall review the decision of the Board and shall confirm or cancel the revocation by a majority vote.

### **Article 6: Meetings of the General Assembly**

- 6.1 The Board shall call and hold a General Assembly once a year. The General Assembly shall be held at least 90 days after the end of Association's fiscal year and shall be attended by all members who are registered and at least in good standing 60 days prior to such meeting.
- 6.2 The General Assembly shall have the power to elect the Board of Directors and to remove such Board, or any Director or officer with due process,
- 6.3 Members of the Association, except as provided in article 5.3 above, and except for matters set forth in section 5.6(b) of this Constitution, shall have no right, power or authority to act for or on behalf of the Association and their approval shall not be required for the authorization of any actions undertaken by the Board of Directors or its officers.
- 6.4 The approval of the members shall be required:
- (a) To amend this constitution or any part thereof:
  - (b) To provide for merger into or with, or amalgamation with another corporation, association or organization;
  - (c) To provide for the voluntary dissolution of the Association;
  - (d) To provide for the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property or assets of the Association.
- 6.5 In addition to the meeting stipulated in article 6.1, the President shall call a special General Meeting:
- 6.5.1 When circumstance warrant.
  - 6.5.2 When instructed by the majority of the Board Members
  - 6.5.3 When 1/3 of the members of the Association in good standing petition in writing and sign regarding any decision or matter that affect the fundamental interest or objectives of the Association.
  - 6.5.4 All special General Meetings as set out under articles 6.5 shall be held within 60 days.
- 6.6 The only persons entitled to attend meetings of members shall be those entitled to vote thereat, and the auditor of the Association and others who although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or

Constitution to be present at the meeting. Any other persons may be admitted on the invitation of the chair of the meeting or with the consent of the meeting.

- 6.7 Fifty percent plus one of the total voting members of the Association shall constitute quorum for any General Meeting.
- 6.8 If a quorum is not present, the meeting will be adjourned and then reconvened. No quorum is required for such reconvened meeting.
- 6.9 If a quorum is not present at a petitioned meeting, the meeting will be adjourned for half an hour and then reconvened. If a quorum is still not present at the reconvened meeting, then the meeting will be canceled.
- 6.10 Voting at Meetings of Members
  - (a) Only members in good standing may vote at members meetings.
  - (b) Each member has only one vote.
  - (c) Voting shall be by ***showing of membership card*** unless a majority of Members present demand a ballot in which case the vote shall be by ballot. A majority of votes of Members present is required for a motion to be approved, unless otherwise required by this Constitution. At any meeting, unless a recorded vote is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not shall be conclusive of the fact.
- 6.13 A Member may demand a tally, even on a vote by ballot, in which case the total votes for and against shall be recorded by the Secretary in the minutes
- 6.14 Chair for Meetings of Members
  - (a) The President of the Association, or in his or her absence the Vice President of the Association, shall chair the meetings of Members.
  - (b) If neither the President of the Association nor the Vice President of the Association is present fifteen minutes after the scheduled start of the meeting, the Members may elect a chair from amongst themselves to conduct the meeting until such time as the President or Vice President of the Association arrives. In the event that neither the President nor Vice President of the Association arrives, the elected chair will conduct the meeting.
- 6.14.1 Conduct of Members Meeting
  - (a) At any meeting of the members, the members may consider and transact any business without prior notice, except the removal of a Director, changes to the Constitution or changes to the Letters Patent. For matters relating to the removal of a Director, changes to the Constitution or changes to the Letters Patent, written notice must be given to the Secretary of the Association at least sixty (60) days in advance of the applicable meeting of Members. The notice must provide details as to the requested change(s) including the reason(s) applicable thereto.
  - (b) A majority of the votes cast carries any motion. However, a two-thirds majority vote is necessary to remove a Director or make changes to the Constitution or the Letters Patent.
  - (c) The Secretary shall cause to be kept the minutes of the meeting. An entry in the minutes that the Chair of the meeting declared a motion carried is admissible in

evidence as prima facie proof that the motion was passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against

## **Article 7: The Board of Directors**

The Board of Directors of the Association shall, be responsible for the mission, mandate, and development of major strategies for the organization. The Board is responsible for making decisions regarding policies, mission statement, goals and development of the Association's strategic direction.

- 7.1 The Board of Directors shall consist of nine members elected at an Annual General Assembly of the Association and eligible members may be co-opted by the Board as provided herein.
- 7.2 The Board of Directors shall:
- a) Set the strategic direction of the Association
  - b) Review and approve the annual operating budget of the Association
  - c) Review and approve the implementation of the Policies and Procedures of the Association
  - d) Be responsible for the hiring and termination of the Executive Director
- 7.3 The Directors shall be elected at the annual general meeting and hold office until their term expires or resign.
- 7.4 Election of Board of Directors:  
The term of elected members to the Board shall be three years, provided, however that four of the nine members of the first Board shall be designated to serve for only two years, and thereafter, the Association shall elect four or five members alternatively at an Annual General Meeting.
- 7.4.1 A Board member cannot be re-elected more than once consecutively to serve on the Board.
- 7.4.2 In order to plan, guide and carry out the process of recruiting and presenting the best potential slate of candidates for the Board of Directors, as provided in the Eligibility Section of the Constitution, ***the Board shall set up*** a Nomination Committee.
- 7.4.3 The Nominations Committee shall be composed of five (5) members of which two are highly regarded and knowledgeable members of the Association, one Director who is not eligible for re-election in that year and the Vice-President who will Chair the Committee and the Executive Director who shall remain a member of the committee with no voting privileges and shall be therefore ex-officio.
- 7.4.4 The Nominations Committee shall design and develop its own identification and screening process to get the best possible candidates in terms of knowledge, experience, maturity, integrity and commitment to serve as a member of the Board of Directors and in accordance with the eligibility criteria set hereunder.



7.4.5 Members may nominate candidates from the floor provided that the nomination and its consideration by the General Assembly are in the best interest of the Association.

**7.4.6 Eligibility**

7.4.7 To be elected as a Board member one has to be a member in good standing at least for two years unless this requirement is waived by the General Assembly under special consideration, but shall not be reduced to less one year membership and shall have the following attributes:

- a) Good standing and reputation in the Ethiopian Community.
- b) Total commitment to the Ethiopian Association.
- c) Extensive life and work experiences and commitment to volunteerism.
- d) High ethical and moral standard.
- e) Full awareness of the needs, aspirations, and challenges of the Ethiopian community at large and the ability to make meaningful contribution as to how the Association can meet those challenges.
- f) Ability to solve problems, build consensus and total commitment to the survival and growth of the Association.
- g) Ability to generate novel and creative ideas to help the Association overcome current challenges and build solid foundation for the journey forward.
- h) No criminal record; no undischarged bankruptcy and uncompromised signing authority.
- i) An open mind to embrace new and beneficial ideas and discard outdated and unworkable ones.
- j) Willingness and readiness to take oath of office and sign at the first board meeting after election pledging that once personal interest or political view or affiliation with any political party or alliance will not interfere with his/ her actions as a board member.

7.5 The meeting of the Board shall be held as often as the business of the Association may require, and at least nine (9) times per year, and shall be called by the Secretary.

7.6 At all meetings of the Board of Directors and the General Assembly, every issue shall be determined by simple majority of votes cast unless otherwise specifically provided by the constitution.

7.7 Notice shall be given for regular Board meetings at least 7 days prior to the meeting and may be delivered by mail, fax, electronic mail or telephone. The declaration of the President or the Secretary that notice has been given pursuant to this Constitution shall be sufficient and conclusive evidence that notice has been given. An emergency meeting of the Board may be called within 48 hours.

7.8 Any regular meeting of the Board may be adjourned to any time and from time to time, and any business may be transacted at a reconvened meeting that might have been transacted at the original meeting from which the adjournment took place. No further notice is required of any adjourned meeting.

7.9 At a meeting of the Board, a quorum for the purposes of undertaking any business shall consist of a majority of the Directors (two-third) which is six members (50% + 1).

- 7.10 If any member of the Board wishes to resign he/she shall submit in writing to the president or if it is not the President, to the Secretary, his/her intention to resign and the Board will consider the resignation at its next meeting.
- 7.11 A Director maybe removed for misconduct by a vote of a two-thirds (2/3) majority of the members at a meeting convened according to this Constitution, if the Director's activity brings discredit to the Association or if the Director's conduct is detrimental to the Association or in any other case, where there is cause to remove the Director. The Director whose removal is at issue must be afforded an opportunity to be heard in person, or in writing, or by a representative.
- 7.12 A special meeting of the Board may be called on the instruction of any three members thereof provided they request the Secretary in writing to call such a meeting, and state the business to be brought before the meeting. Meeting of the board shall be called by ten days notice. Notice of such meeting shall be communicated to each Director personally or by telephone, fax transmission, electronic email or by hand.
- 7.13 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. Each Director shall have one (1) vote. In case of a tie, the Chairperson of the meeting shall have a casting vote. The Chairperson has one vote and will have another vote only to break a tie.
- 7.14 The Board shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast. The President shall count the votes on a resolution and declare it carried or defeated. The Secretary shall cause an accurate record in English to be kept of the minutes including all resolutions passed, although a record of the votes for and against shall not be made unless required by any Director. The declaration by the Chair that a resolution has passed and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof that the resolution has passed.
- 7.15 Up to a maximum of four (4) vacancies occurring on the Board, in between the Annual General Meeting (AGM), whether through resignation or any other reason, shall be filled by the Board until the next Annual General Meeting (AGM). If more than four (4) vacancies occur, the Board shall call an emergency General Meeting within 90 days.
- 7.16 The Board shall have the authority to utilize the Association's funds towards the achievements of the objectives of the Association and in accordance with the requirements of fund providing agencies, in a manner it deems fit and shall be responsible and accountable to the General Assembly.
- 7.17 The Board shall establish standing committees as set out in article 9 and other committees as deemed necessary, with such powers and duties as it shall determine from time to time.
- 7.17 The Board shall have the power to make, alter, amend and delete its rules and regulations for its own governance and change its officers and to fill any vacancy that may occur in the Board in accordance with article 5.6.
- 7.17.1 The Board of Directors has complete oversight authority to administer and run the Association's affairs in all respects and may enter into contracts on behalf of the Association and do any other acts authorized by the its Letter of Patent and Constitution, and may by resolution delegate such authority to the Executive Director.

- 7.17.2 The Executive Director shall participate in the deliberations of the Board as a non-voting member.
- 7.17.3 The Board shall have the power to make, alter, amend and delete its rules and regulations for its own governance and change its officers and to fill any vacancy that may occur in the Board in accordance with the provision in this constitution.
- 7.19 The seat of any member of the Board who is absent from three successive meeting of the Board, or who has missed fifty percent of the meetings of the Board in any one year, shall ipso facto be vacated unless valid reasons for such non-attendance acceptable by the Board are shown by such member.
- 7.20 The Directors shall not receive remuneration from the Association but shall be entitled to be paid their reasonable travelling and other expenses properly incurred by them in the business of the Association if authorized by the Board.
- 7.21 If the Board of Directors is unable to conduct the business of the Association due to acrimonious and petty arguments and debates and such a situation has persisted for more than three meetings, the president shall by his own initiative or at the request of any member call an emergency General Meeting and the Assembly shall appoint, by a unanimous vote, a three member council of respected, mature and knowledgeable members to thoroughly review the matter and submit a final recommendation. The recommendation of the council shall be implemented immediately.

## **Article 8: Officers**

The officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer, the Public Relation Officer and such other officers as the Board may appoint at the first Board of Directors meeting following the Annual General Meeting of the members, from among its members.

Each officer shall hold office until his term expires, or until he or she resigns, or until he or she is removed in accordance with the provision of this constitution

In the absence of the President or inability to act, the Vice President or any other officer whom the Board may select shall act in his or her stead. In addition, the Board may delegate all or any of the powers of any officer to any other officer or to any Director for the time being.

### **8.1 President**

- 8.1.1 The President shall, preside at all meetings of the Association and the Board. He/she shall sign all instruments that require his/her signature and shall have the powers and the authority to perform the duties usually vested in the office of the President and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.
- 8.1.2 The President shall appoint chairpersons for special committees and sub-committees as may be required or as he/she may find necessary and shall be a non-voting member of all committees unless otherwise specified by this constitution. The President shall advice the Board about the establishment of such committees and shall seek its approval on the nomination of the chairpersons.
- 8.1.3 Unless otherwise specified by the Board the President shall have full power and authority on behalf of the Association to vote in person or by proxy at any meeting of the

stakeholders of any corporation organization or institution on which the Association may have interest and/or is represented.

8.1.4 The President shall appoint individuals to work as members of an ad hoc committee Or a special task force group that will initiate new program inputs and initiatives. Individuals identified to work in this committee or taskforce should have the necessary skills and contact. The President shall advise the Board about the formation of such committee.

8.1.5 The President shall call and preside at all meeting of the Executive Committee.

## **8.2 Vice-president**

8.2.1 The Vice-President shall be vested with all powers and shall perform all the duties of the President in the absence of the President.

8.2.2 He/she shall perform such other duties and have such other powers as the Board, or the President, may from time to time prescribe.

8.2.3 The Vice-President shall be the chairperson of the Nominations Committee.

## **8.3 Secretary**

The Secretary shall:

8.3.1 Attend all the meeting of the Board and all meetings of the General Assembly and Record all such proceedings.

8.3.2 Issue or cause to be issued notices for all meetings of the members and the Board, Have charge of the Minute Book of the Association.

8.3.3 Cause to keep record of a membership list of the Association.

8.3.4 Have custody of the Seal of the Association.

8.3.5 Collect and record all minutes of the Standing Committees.

8.3.6 Perform such other duties as the term of his engagement calls for or the Board may from time to time properly require of him.

8.3.7 The outgoing Secretary shall be responsible to convene the first meeting of the incoming Board and such meeting shall be convened within two (2) weeks period

## **8.4 Treasurer**

8.4.1 The Treasurer shall ensure the maintenance of full and accurate accounts of all receipts disbursements of the Association in proper books of account; disbursement of funds under the direction of the Board; and the provision of financial reports to the Board at its regular meetings (or as required) and to meetings of the members.

- 8.4.2 The Treasurer shall properly account for the funds of the Association and shall ensure that the accounting books and records are properly kept. He/she shall present a full account of receipts and disbursement to the Board at least quarterly and shall, through the Board submit to the AGM, financial statements duly audited by an external auditor appointed by the Annual General Meeting.
- 8.4.3 The Treasurer shall ensure that all financial reporting including Charity Returns and reports to funders are submitted on time.
- 8.4.4 The Treasurer shall serve as the chairperson of the Budget and Finance Committee.
- 8.4.5 The Treasurer is the chief financial officer of the Association and as such check books and other important financial instruments are kept in his custody.
- 8.4.6 The Treasurer shall submit audited financial reports at the Annual General Assembly and shall answer all questions that arise from such reports.

### **8.5 Public Relation Officer**

The Public Relation Officer shall be responsible:

- 8.5.1 For the promotion of the works and activities of the Association in a manner that will serve to attract more members to the Association.
- 8.5.2 For publication and upon approval of the Board or the President of the Association, for distribution of any such publications to the members of the Association and/or the public:
- 8.5.3 For the dissemination of the aims and objectives of the Association.
- 8.5.4 For the facilitation and coordination of social and cultural activities and special events that will help educate the members of the Association and the public at large about Ethiopian history, culture, and heritage and also the preparation of platforms from other communities.

### **8.6 The Executive Director**

- 8.6.1 The Executive Director shall :  
Oversee the general management and administration of the Association and its business, and perform such other duties as are determined by the Board from time to time.
- 8.6.2 The Executive Director shall undertake his or her duties in accordance with the policies and direction established by the Board from time-to-time.
- 8.6.3 The Executive Director is accountable to the Board and shall report directly to the President of the Association.
- 8.6.4 The duties, responsibilities and qualifications of the Executive Director shall be specified in the Job description.
- 8.6.5 The position of the Executive Director will remain vacant until such time that the Association's financial resources warrant it.

## **Article 9: Standing Committees**

## **9.1 Executive Committee**

- 9.1.1 The Executive Committee is accountable to the Board.
- 9.1.2 The Executive Committee shall consist of the President, Vice- President, Secretary, Treasurer and Public Relations Officer of the Association. The Executive Director is an ex officio member of the Committee.
- 9.1.3 Three of the members of the Executive Committee shall constitute a quorum of the Executive Committee meeting.

## **9.2 Other Standing Committees:**

- 9.2.1 *Research & Education Committee* shall be responsible for the planning, all research and educational activities and other forums. The President will appoint the Chair of the Research and Education Committee.
- 9.2.2 *Social and Cultural Committee* shall be responsible for the planning, organizing, and carrying out of all social and cultural activities. The Public Relations Officer is the Chair of the Social and Cultural Committee.
- 9.2.3 *Budget and Finance Committee* shall be responsible for fund raising, budgeting and all financial matters affecting the Association and shall prepare recommendations regarding financial issues to the Board of Directors. The Treasurer is the Chair of the Budget and Finance Committee.
- 9.2.4 *Nominations Committee* shall be responsible for the nomination and presentation of candidates to the Board of Directors. The Nominations Committee shall prepare a final list of qualified candidates as provided in this constitution and present to the General Annual Meeting for voting and approval. The Chair of the Nominations Committee will present the selected nominees to the Annual General Meeting. The Vice President is the Chair of the Nominations Committee.
- 9.2.5 Seniors' Committee shall consist of all Ethio-Canadian seniors and shall be chaired by one its members and shall be responsible for the planning and implementation of all activities and programs that promote the wellbeing of its members. The Association will continue to promote and enhance the activities and funding of the Seniors' Program.
- 9.2.6 Youth Committee shall consist of 7 members and shall be responsible for addressing all issues of interest to the youth and shall ensure that those issues are properly dealt with by the Board. The chair-person of this committee shall be a member of the youth.
- 9.2.7 Women's Committee shall consist of 7 members and shall be responsible for addressing all issues of interest to women and shall ensure that such issues are properly dealt with by the Board. The chair-person of this committee shall be a woman.
- 9.2.8 The Chairpersons of the Standing Committees, in consultation with the President of the Association, shall present names of potential committee members and shall seek the approval of the Board.

- 9.2.9 Terms of the office for the Chairperson and members of Standing Committee shall be for two year.
- 9.2.10 The size of each committee shall be determined by the Board, but members of any committee shall not be less than three.
- 9.2.11 The Board, for operational purposes shall amend the type of committee that would be formed. Depending upon needs existing at any time, the board shall form new committees and/or fold or merge existing ones.
- 9.2.12 Unless otherwise provided by the Board meetings of a Standing Committee shall be called by the Chairperson of the committee and may be held upon 24 hours or a written notice given to the members prior to such meeting. A majority of the members of any committee shall constitute a quorum.

### **Property Trust Committee**

- 9.2.13 A Property Trust Committee is hereby established to assume fiduciary duty on behalf of the Ethiopian Association in Toronto and its surrounding areas. Fiduciary duty is, it must be understood, the highest standard of care and responsibility both at equity or law. It imposes extreme loyalty and non-existence of conflict of duty and interest.
- 9.2.14 The Committee shall be composed of seven members elected by the General Assembly upon recommendation by the Board Directors for a term of five years.
- 9.2.15 The General Assembly may approve the recommended committee members or substitute its own candidates nominated from the floor.
- 9.2.16 All members of the Committee shall be members of the Association in good standing.
- 9.2.17 The President and the Treasurer of the Association shall be ex-officio members of the Committee with no voting right.
- 9.2.18 The Committee shall elect its chair and secretary.
- 9.2.19 The Committee may designate its members to perform specialized duties.
- 9.2.20 The Committee shall meet as often as it considers necessary.
- 9.2.21 The Committee shall in its deliberations decide by a simple majority.
- 9.2.22 Four members of the Committee shall form a quorum.
- 9.2.23 If a vacancy is created through resignation or otherwise, the committee in consultation with the Board shall fill the vacancy until the next General Assembly meeting. The General Assembly shall elect a permanent member.
- 9.2.24 All meetings of the Committee are held at the office of the Association.
- 9.2.25 The chair and the secretary of the Committee shall each have a key to the office of the Association.

- 9.2.26 The Committee shall have all secretarial and other services of the Association available to it.
- 9.2.27 The chair and the secretary of the Committee shall co-sign all leases, lease-holds, rental agreements and mortgage documents.
- 9.2.28 The Secretary of the Committee shall co-sign all mortgage documents with the chair of the Committee.
- 9.2.29 The Treasurer of the Association shall have all transactions and work directed to him/her by the Committee executed within the time-frame specified.
- 9.2.30 More specifically, the Committee shall:
- (a) Manage and administer the property/properties of the Association with the highest ethical and financial standard.
  - (b) Negotiate and obtain the most favorable leases, leaseholds, rental agreements and mortgages.
  - (c) Ensure that all financial and legal obligations attached to the property/properties of the Association are discharged as they become due.
  - (d) Ensure the property/properties of the Association are well-maintained and kept in good conditions.
  - (e) Ensure all lease, lease-hold, rental and mortgage documents and other working documents are kept in secure and safe manner.
  - (f) Ensure all available spaces are put to the best use.
  - (g) Initiate and participate in fund-raising campaigns in cooperation with the Board to alleviate the Association's burdensome property loan obligations.
  - (h) Ensure all receipts and payments are properly documented and filed.
  - (i) Negotiate and enter into an agreement with any service provider for the maintenance and upkeep of the Association's property/properties.
  - (j) Ensure all municipal and other regulatory requirements are met and complied with.
  - (k) File a summary annual report to the General Assembly.
  - (l) Keep and maintain separate books of accounts in relations to the property/properties it manages.
  - (m) Direct and instruct the Association's bookkeeper to keep and maintain such books of accounts and report to it on a quarterly basis. The bookkeeper shall maintain these accounts under the direction of the Chair of the Committee.



- 9.2.31 The members of the Committee are indemnified of any liability for the work they do.
- 9.2.32 The members of the Committee are not paid any money for the work they do and nor they shall gain any benefit financial or otherwise from the work they do. See Article 9.2.7 above.
- 9.2.33 The Committee shall keep minutes of its deliberations and the Secretary is responsible for keeping minutes and once the minutes are approved they are signed by all members.

## **Article 10: Book and Records**

### 10.1 Legal Requirements

The Association shall keep at its head office:

- 1) Members and Directors resolutions and minutes of all meetings of Members and Directors;
- 2) A copy of the Letters Patent and any supplementary Letters Patent;
- 3) All Bylaws and special resolutions;
- 4) The registry of Members;
- 5) The registry of Directors;
- 6) Proper books of account and financing; and
- 7) All documents evidencing or affecting the rights and obligations of the Association.

### 10.2 Minutes

- (a) The minutes of any meeting of the Board shall be approved at the next Board meeting.
- (b) The minutes of any meeting of the Members shall be approved at the next meeting of the Members.
- (c) Once the minutes are approved, either the Chair of the meeting that approved the minutes or the Chair of the meeting that the minutes were about, shall sign the minutes. Once so signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

### 10.3 Bylaws and Special Resolutions

The President and the Secretary shall sign all By-Laws and special resolutions passed.

### 10.4 Registry of Directors

- (a) The Secretary shall cause to be kept a registry of Directors.

- (b) The registry of Directors shall consist of a list of the names, addresses and occupations of all persons who are or have been Directors, together with the various dates when each became and ceased to be a Director.

#### 10.5 Proper Books of Account

The Association shall keep proper records of account, including records of:

- 1) all money received and spent by the Association;
- 2) all sales and purchases by the Association;
- 3) all assets and liabilities of the Association; and
- 4) all other transactions affecting the financial position of the Association.

### **Article 11: Finance**

#### 11.1 Fiscal Year

Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall end on the 31<sup>st</sup> day of March in each year.

#### 11.2 Appointment of Auditors

- (a) At the Annual General Meeting of the Association the members shall appoint a licensed public accountant as auditor to hold office until the next annual meeting, or until changed by the members. If no such appointment is made, the auditor in office shall continue until a successor is appointed.
- (b) No person shall be appointed as auditor who is a member, Director, officer or employee of the Association or who is a partner or employee of any such member, Director, officer or employee.

11.3 The books, accounts and records of the Association shall be audited by a qualified external auditor as provided in section 11.2 (a). The audited financial statements shall be submitted to the General Assembly as part of the Annual Report of the Board of Directors.

11.4 A member of the Board shall be indemnified and saved harmless out of the funds of the Association against all costs, charges and expenses whatever which such member sustains or incurs in or about any action, suit or proceeding which brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing done during the performance of his/her duties as an officer of the Association within the limit of his/her authority as defined in this Constitution and/or authorized by the Board of Directors.

11.5 The Association shall be carried on without the purpose of any financial gain for its members. Any income/return or other accretion to the Association shall be used in promoting its objectives.

11.6 The Directors and other co-opted members shall serve without remuneration, and shall not receive, directly or indirectly any profit from their position as directors or officers or members but may be paid reasonable expenses incurred by them in the performance of their duties.

- 11.6.1 The salaries of the Executive Director shall be approved by the Board of Directors in accordance with funders' guidelines and requirements.
- 11.7 Should there be dissolution of the Association, and after the payment of all debts and liabilities its remaining property shall be distributed or disposed of to Charitable Organizations which carry on their work solely in Ontario.

## **Article 12: Amendments**

- 12.1 The 2004 Constitution of the Association as amended is hereby repealed and replaced by this newly amended Constitution and shall take effect upon approval by the General Assembly.
- 12.2 The Board of Directors may from time to time review the Constitution in light of new legislations and/or current status of the Association.
- 12.3 Amendments to the Constitution may be submitted in writing to the secretary over the signature of not less than three members of the Association.
- 12.4 The Board shall consider the proposed amendments and make its recommendation to the General Assembly. All such proposed amendments shall be circulated among membership at least 14 days prior to the General Assembly.
- 12.5 Modification in the form of amendments to the amendments may be presented from the floor.
- 12.6 This Constitution shall not be altered, amended or repealed without an affirmative vote of at least two thirds of the members present at the General Assembly.

## **Article 13: Conflict of Interest**

Members of the Board, members of committees of the Association and employees of the Association shall abide by the Association's Conflict of Interest Guidelines. Violation of these guidelines may constitute good cause for the discipline by the Board and/or the General Assembly and can include suspension or removal.

- 13.1 Unless otherwise approved by the Board, no staff of the Association shall be elected to work as a voting member of any of the standing committees formed by this Constitution or by the Board.
- 13.2 No person shall be elected as a member of the Board of Directors; if his/her close family is an employee of the Association. For this purpose, close family refers to spouse and/or children.
- 13.2 No person that has un-discharged bankruptcy shall be elected as Director.

## **Article 14: Dissolution**

- 14.1 This Association shall not be dissolved without the vote and consent of three fourths of the total members at a General Assembly.
- 14.2 A motion to dissolve the Association shall not be entertained at any meeting of the General Assembly unless a written notice of such motion has been submitted to the Secretary of the Board with the signatures of at least one third of the members of the Association in good standing, at least 30 days in advance of the AGM meeting in which such motion is proposed to be discussed.

Passed by Resolution of the General Assembly the 15<sup>th</sup> day of March 2016.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary