

**African Canadian Federation of London & Area**



**Fédération Africaine-Canadienne de London et ses Environs**

# CONSTITUTION

**Ratified in London, Ontario - July 13, 2011**

1<sup>st</sup> Amendment in London, Ontario - October 28, 2012

2<sup>nd</sup> Amendment in London, Ontario - November 30, 2013

3<sup>rd</sup> Amendment in London, Ontario – November 22, 2014

4<sup>th</sup> Amendment in London, Ontario – July 11, 2015

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## PREAMBLE

Whereas we the members of the African Canadian community (both Anglophone and Francophone) residing in London and area (Ontario, Canada) are mindful of our cultural heritage as the major unifying factor providing us with an identity, unity of purpose and serves as the driving force in all our endeavors;

Whereas we are conscious of the diverse nature of our background and the different languages spoken and religions practiced by our members;

Whereas we are aware of the aspirations of our community, being one of the ethno-cultural groups in the Canadian mosaic;

Now therefore, may it be known and understood that we the members of the various African organizations in London Ontario, desire to unite freely, and voluntarily under one Federation, the African Canadian Federation of London and Area Inc., also referred to as ACFOLA for the purpose of enhancing cooperation and understanding among and between ourselves and the rest of the Canadian society, and to preserve our common cultural heritage while recognizing our separate identities.

## Article 1: DEFINITIONS

1.1 “Africa” refers to the continent of Africa and its contiguous islands as so recognized by the African Union or its descendant body.

1.2 “African” shall refer to:

1.2.1 A person born of an African parent or of African descent,

1.2.2 A person who is legally a citizen of an African country.

1.3 “African Canadian General Meeting” refers to the open General Meeting of all members of ACFOLA, including individual members of affiliate and associate organizations and individual and honorary ACFOLA members.

1.4 “ACFOLA BOARD” refers to the body of elected and/or nominated representatives of the affiliate organizations, and is referred to as the Board of the Federation.

1.5 The Board refers to a group of officials elected from the General Body by the ACFOLA members; which is responsible for the function of the organization.

- 1.6 “Federation” refers to a group of at least twelve (12) individuals properly constituted and who form a group with a stated common goal or objective. No more than two members from the same family or ethno-cultural community shall count towards the twelve individuals stated herein.
- 1.7 “Member in Good Standing” is the status assigned to a member of a Federation who has remained current on dues and payments which covers a 12-month period.
- 1.8 “Terms of Reference” refers to authoritative rules dealing with defining the objectives, mandates and details of procedure approved by the Board in accordance with the constitution to assist in carrying out the duties assigned to an office, committee and subcommittee, advisory group or working party.
- 1.9 Where the masculine is used in this document, it shall be determined to include the feminine and neuter, the singular shall include the plural, and vice versa, as the context may require.

## Article 2: NAME, MISSION, VISION AND PLACE OF BUSINESS

- 2.1 The name of the Federation shall be: “AFRICAN CANADIAN FEDERATION OF LONDON AND AREA INC.” hereinafter referred to the acronym “ACFOLA” in English or “FACLE” in French.
- 2.2 Our Mission: To unite African-Canadian individuals and organizations through collaborative efforts that promote inclusion, integration and engagement in London and area; and to promote our individual, group and community welfare regardless of race, religion, ethnicity, sexual orientation or gender.
- 2.3 Our Vision: A unified, inclusive and empowered African-Canadian community in London and area.
- 2.4 The place of business shall be in the Province of Ontario, Canada and the office shall be located in London at such an address as shall be secured by the ACFOLA's Board and approved by the General members.
  - 2.4.1 The official business of ACFOLA shall be conducted in English.
  - 2.4.2 Where French language resources are available, ACFOLA/FACLE business can be conducted in French with a summary filed in English.

## Article 3: OBJECTIVES

The objectives for which the federation is incorporated are:

- 3.1 To develop, promote and foster community spirit, cultural heritage, unity, trust and social values of the African Canadian community.
- 3.2 To promote and support multiculturalism, participate in organized politics and civil affairs, governance, recreation, education, social service, cultural exchange and other community endeavors.
- 3.3 To establish educational, recreational and supportive programs to promote and elevate the economic wellbeing, health, education and employment for benefit to the African-Canadians Community.
- 3.4 To cooperate with charitable, not for profit organizations and other organizations and individuals involved in community services.
- 3.5 To advocate, defend, preserve and support the rights and dignity of the African-Canadian community.
- 3.6 To cooperate and give any possible help to integrate new immigrants into the Canadian society.
- 3.7 To establish and operate an African educational and cultural community center; and such other complementary purposes not inconsistent with these objectives.

## Article 4: GENERAL POLICIES

The Federation will:

- 4.1 Create conditions that support and promote the economic wellbeing and social service needs (including health, education, and employment) of individuals of Africans in the City of London and area;
- 4.2 Preserve, promote and advance the cultural heritage and social values of the African Canadian Community;
- 4.3 Advocate for cultural exchange, promote education at all levels, and cooperate with charitable and other organizations and individuals involved in community services;
- 4.4 Help African individuals and families migrating to Canada in making a smooth transition into their new lives in Canada and help them achieve their goals;



- 4.5 Promote the mutual understanding and cooperation between the African Canadian Community and similar organizations irrespective of ethnic, political and religious backgrounds;
- 4.6 Support and participate in multiculturalism, health promotion, politics, governance and business development;
- 4.7 Promote unity and trust within the African Canadian Community of London and area;
- 4.8 Create a legal defense fund to advocate for and preserve the rights and dignity of the African Canadian Community;
- 4.9 Obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful methods, provided that, the Federation may not engage in any form of permanent trading;
- 4.10 Purchase, take on lease or in exchange, hire or otherwise acquire any real estate property and any rights and privileges necessary for the promotion of the above objectives and construct, maintain and alter any buildings or erections which the Federation may think necessary for the promotion of its objectives;
- 4.11 Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation with a view to the furtherance of its objectives; subject to any consent as may be required by the Board of Directors and with approval of the general membership;
- 4.12 Receive money on deposit or loan and borrow or raise money in such a manner as the Federation shall think fit subject to the approval of the Board of Directors and as required by law;
- 4.13 Invest the monies of the Federation not immediately required for the furtherance of the said objectives in or upon such investments, securities or property as may be thought fit, subject to the approval of the Board of Directors and as required by law;
- 4.14 Recruit and train volunteers with relevant skills to carry out the objectives of the Federation as approved by the Board of Directors;
- 4.15 To employ and pay any person or persons, not being a member of the Board of Directors to supervise, organize and carry out the work of the Federation and make all reasonable and necessary provision for the payment of remuneration to employees as approved by the Board of Directors;

- 4.16 Promote and organize cooperation in the achievement of the above objectives and to that end to work in association with local authorities and voluntary organizations engaged in the furtherance of the above objectives in the area of benefit;
- 4.17 Further African Values, Services and Affairs through an established African Educational and Cultural Centre.
- 4.18 Do all such other lawful things as approved by the Board of Directors for the attainment of the above objectives or any of them;

## Article 5: MEMBERSHIP: REQUIREMENTS, RIGHTS AND OBLIGATIONS

### 5.1 REQUIREMENTS

- 5.1.1 Membership of the Federation shall be open to all Africans and African Canadian, being individual, ethnic association or corporations, irrespective of political affiliation, nationality, religion or gender
- 5.1.2 People aged eighteen years (18) and over living within London Ontario and area.
- 5.1.3 The category of Corporate Member shall include any southwestern Ontario members from other African-Canadian organizations and as the Board of Directors shall fittingly authorize.
- 5.1.4 At the time of registration, corporate organizations shall provide to ACFOLA their corporate registration number/particulars, estimated number of members and names of main contact, current officers or board members. The number of members and names of officers/board members shall again be confirmed at the annual renewal of the organization's membership.
- 5.1.5 Friends of The Federation are categorized as individuals or corporations sympathetic to ACFOLA's community issues and causes.
- 5.1.6 Any eligible person or associations shall become a member of the Federation **if he/she has read, understood and does not have a major reservation about the constitution by signing documentary evidence** and on acceptance and payment to the Federation of the appropriate membership fee, the amount of which shall be determined annually by the Board of Directors.

- 5.1.7 The Federation shall consist of active members and these members shall fulfill their obligations to the Federation as stipulated in the Federation's By-Laws.
- 5.1.8 Any member of the ACFOLA who resigns publically and in writing and who wishes to regain the membership later must reapply and be considered pending a review and approval of the Board of Directors.

## **5.2 RIGHTS (INDIVIDUALS, CORPORATIONS, FRIENDS)**

- 5.2.1 Any member in good standing that has been a member for at least 6 months shall have the right to nominate, be nominated, and vote as stipulated in Article 20, Elections.
- 5.2.2 Shall have the right to express his/her views.
- 5.2.3 Shall have the right to a) express concern and grievances in writing to the Board of Directors; b) If there is no resolution with option (a), the person shall have the right to appeal to the judiciary; c) The decision of the judiciary is final.
- 5.2.4 Shall have the right to attend Board meetings as an observer upon approval of the Board of Directors provided that he/she gives advance notice and signs the non-disclosure agreement as stipulated in Article 5.3.7.
- 5.2.5 Corporate Associations shall have the right to be informed of their voting quotas 14 days before a meeting or election date that requires voting to maintain the legality of the elections.
- 5.2.6 Any member shall have the right to request and view pertinent Board decisions, procedure and financial statement provided he/she gives advance notice in writing to the Secretary and the rationale for the request. The Secretary after discussing with the rest of the Board shall respond to the request within thirty days.
- 5.2.7 A member shall have the right to request an SGM on the constitution, provided that a minimum 2/3 of all members (2/3 of corporate and 2/3 of individuals) in good standing support the request. The member can then send a request to the Board, for an SGM in writing.
- 5.2.8 Any violation of these member rights could be challenged by the wronged party and referred to the Judiciary for arbitration.

### 5.3 OBLIGATIONS OF THE MEMBER

- 5.3.1 The member shall understand, observe, abide and implement the by-laws.
- 5.3.2 Shall pay membership fees on time to be in good standing.
- 5.3.3 Shall attend all meetings called by the Board of Directors and/or send apologies to the secretary as a record of being an active member, as stipulated in Article 20.2.
- 5.3.4 Shall volunteer his/her time, efforts, knowledge, skills and expertise for the well-being of the Federation.

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- 5.3.5 Shall actively participate in committees, and other activities organized by ACFOLA.
- 5.3.6 Shall defend the constitution and promote / advocate the vision and mission of ACFOLA.
- 5.3.7 Shall sign the non-disclosure agreement form if he/she needs to attend Board meetings as an observer, as stipulated in Article 5.2.4.
- 5.3.8 Shall not defraud or participate in other unethical activities, financial or otherwise that could tarnish ACFOLA's reputation.
- 5.3.9 Shall volunteer to provide private personal information that shall be stored confidentially by the Secretary in a database for the sole purpose of developing services, programs, advocacy by ACFOLA – such as health, education, sports, employment and funding proposals. This information will be updated annually, during membership renewal.

## Article 6: BOARD OF DIRECTORS

6.1 The Board of Directors will comprise of nine (9) members. These nine (9) members shall be elected at the Annual General Meeting as stipulated in Article 20 (Elections) in a way that reflects the membership structure of the federation. At least four of the 9 directors shall be from either class of membership. Either class shall be represented fairly unless there are no willing or qualified candidates from a particular class. Out of the nine board members at least one shall be from the age category of 18-35 years and at least 3 shall be women. *In addition to the nine elected members, the Immediate Past President (IPP) shall be an Ex-Officio member of the Board of Directors as provided in Article 6.2.*

*6.2 The Immediate Past President (IPP) shall be a non-voting member of the Board of Directors. Unless otherwise determined by resolution of the Board, the office of the Immediate Past President (IPP) shall automatically be filled no more than 30 days after the election of a*

~~President. The term of office of an Immediate Past President shall be until the election of a different President. - What if there were unresolved issues of the past which could create an unhealthy atmosphere that would impede the smooth running of the whole board? Note: The board can still call upon the IPP for consultation or include him/her in the Advisory Committee etc.~~

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6.2 The nine members of the Board of Directors to be elected are: President, Vice President, Secretary, Treasurer, Public Relations and Communications Officer, Employment and Settlement Affairs Officer, Youth and Sports Affairs Officer, Events and Social Development Officer, and Research and Proposal Development Affairs Officer.

6.2.1 The officers shall be elected by the members of the Federation at the Annual General Meeting or special general meeting (SGM).

6.3 From the nine elected members of the Board of Directors, the President, the vice President, the Secretary, the Treasurer and the Public Relations and Communications Officer shall form the Board's Executive Committee that will execute constitutional, strategic and policy tasks assigned to them by the Board, as specified in Article 6.4.1

6.4 A term of office for the officers and members of the Board shall be two years. The President can serve no more than two consecutive terms, but he/she eligible to run for other offices.

~~6.4 A term of office for the officers and members of the Board shall be two years. The President can serve no more than two consecutive terms. MOVED TO 6.3~~

~~6.5 Other positions in the Board such as Youth and Education Affairs, Women Affairs, Community Outreach Affairs, and Volunteers and Events Affairs are also expected to be filled in accordance with the need of the Federation and the responsibility assigned by the Board of Directors and its policies. They are incorporated in the newly created Board offices or Departments.~~

~~6.6 Any member of the Board of Directors who fails to attend three consecutive Board meetings, at the discretion of the majority of the Board, may lose his/her place on the Board, subject to a majority vote of the Board. INCORPORATED IN 7.2.2~~

~~6.7 Any Board member who wants to benefit from any form of payment by way of salary, wage, and consultancy fee or get paid in kind is obliged to resign from his or her position and~~

~~membership of the Board with immediate effect. If he/she fails to do so as expected, he/she must be dismissed immediately by the Board. Only expenses undergone on behalf of the Federation and approved by the Board will be reimbursed. MOVED TO ARTICLE 7.3.7~~

6.5 No more than one individual from the same immediate family can serve on the ACFOLA Board.

6.5.1 No more than two individuals from the same corporate member can serve on the ACFOLA's Board at the same time and only one of them can serve as an Executive Committee Officer. For the Executive Committee position, if deemed necessary, the Board of Directors, with a unanimous vote may grant an exception to this provision.

*INSERTED FOR CLARITY*

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~~6.8 — No more than one individual from the same immediate family can serve on the ACFOLA Board. MOVED TO 6.4~~

~~6.8.1 — No more than two individuals from the same corporate member can serve on the ACFOLA's Board at the same time and only one of them can serve as an officer. For the officer position, if deemed necessary, the Board of Directors, with a unanimous vote may grant an exception to this provision. MOVED TO 6.4.1~~

6.6 The General management of the affairs of the Federation shall be directed by the Board of Directors which shall meet not less than twelve (11) times a year and shall consist of 50% +1 (simple majority) members of the elected Board members.

~~6.9 The General management of the affairs of the Federation shall be directed by the Board of Directors which shall meet not less than twelve (12) times a year and shall consist of 50% +1 (simple majority) members of the elected Board members. MOVED TO 6.5~~

6.7 In exercise of Article 6.6 of the constitution, the Board may hold virtual meetings (by email, teleconference, videoconferencing, Skype, and other forms of net-meetings) to transact and manage the affairs of the Federation. The quorum for such meetings will be as specified in Article 6.6 (i.e., a simple majority of the elected Board members).

~~6.10 — In exercise of Article 6.9 of the constitution, the Board may hold virtual meetings (by email, teleconference, videoconferencing, Skype, and other forms of net-meetings) to transact and manage the affairs of the Federation. The quorum for such meetings will be as specified in Article 6.9 (i.e., a simple majority of the elected Board members). MOVED TO 6.6~~

## Article 7: ~~FUNCTIONS AND RESPONSIBILITIES OF THE BOARD~~ RIGHTS AND RESPONSIBILITIES OF THE BOARD: INDIVIDUALLY AND COLLECTIVELY

### 7.1 Rights of the Board Member

7.1.1 The board member has the rights as stipulated in Article 5.2.2 and 5.2.3.

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7.1.2 Shall have the right to resign in writing.

### 7.2 Duties

7.2.1 Shall understand, abide, and implement the by-laws and governance policies.

7.2.2 Shall attend all Board meetings. Failure to attend three consecutive Board meetings, at the discretion of the majority of the Board, may lose his/her place on the Board, subject to a majority vote of the Board.

7.2.3 Come prepared, researched and familiarized with the activities of all departments, committees etc.

7.2.4 Carry his/her duties with integrity, transparency and accountability.

7.2.5 Take an oath of allegiance, sign and adhere to ACFOLA's Code of Ethics and Conduct as well as the Confidentiality Agreement as indicated in the Appendices.

### 7.3 Functions of the Whole Board

7.3.1 The Board shall develop and have a strategic/operational plan consistent with the mission and objective in the first six months of its term of 2 years.

7.3.2 The Board shall prepare a budget considering current status and possible future financial inflows, for its sustainability and provide a copy to the Auditors.

7.3.3 All financial decisions shall be approved by the Board of Directors

7.3.4 The Board in consultation with the Judiciary Body shall prepare and approve governance policies.

7.3.5 The Board of Directors, unless delegated to specific board members and/or executive body, shall develop and approve human resource, financial, media, internal and external relations, office administration and operational and other relevant policies for the federation including hiring of critical management staff, advisors, consultants, experts; consistent with its Human Resources (HR) policy of performance evaluation.

7.3.6 The Board by two thirds majority vote shall have the right to remove a Board member for documented gross misconduct, fraud, incompetence and absenteeism based on its board performance evaluation policy. The Board member shall have the right to challenge the Board's decision to the Judiciary.

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7.3.7 Any Board member who wants to benefit from any form of payment by way of salary, wage, and consultation fee or get paid in kind shall be obliged to resign from his or her position and membership of the Board with immediate effect. If he/she fails to do as expected, he/she will be dismissed immediately by the Board. Only expenses undergone on behalf of the Federation and approved by the Board shall be reimbursed. *The Board shall focus more on strategy, planning and policies*

7.4 The Board of Directors may make such decisions, as its members consider appropriate for the efficient conduct of the business of the Board and the Federation.

~~7.1 The Board of Directors may make such decisions, as its members consider appropriate for the efficient conduct of the business of the Board and the Federation. [MOVED TO 7.4](#)~~

~~The Board of Directors may appoint or employ staff as board consider necessary on such terms and conditions as the Board may determine.~~

~~7.2 The Board of Directors may appoint or employ staff as its members consider necessary on such terms and conditions as the Board may determine. [MOVED TO 7.5](#)~~

7.5 The Board of Directors may appoint committees or sub-committees, advisory groups, or working parties of its own members and other persons as it may from time to time decide necessary for the carrying out of its work and may determine their terms of reference, duration and composition. All such committees or sub-committees shall make regular reports on their work to the Board.

~~7.3 The Board of Directors may appoint committees or sub-committees, advisory groups, or working parties of its own members and other persons as it may from time to time decide necessary for the carrying out of its work and may determine their terms of reference, duration and composition. All such committees or sub-committees shall make regular reports~~



~~on their work to the Board.~~ **MOVED TO 7.6**

7.5.1 The Board shall provide each Committee, Advisory Group or Working Party with Terms of References detailing the aims and specific mandate of the committees.

~~7.3.1 The Board shall provide each Committee, Advisory Group or Working Party with Terms of References detailing the aims and specific mandate of the committees.~~ **MOVED TO 7.6.1**

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~~7.4 The Board shall establish an EXECUTIVE COMMITTEE composed of the President, the Vice President, the Secretary, the Treasurer and Public Relations Officer. The President shall preside over the Executive Committee, or in his or her absence, the Vice President. The Executive Committee shall carry out the duties assigned to it by the Board of Directors. The Executive Committee may also take any other necessary urgent actions for the sake of the Federation; provided that any such urgent action is ratified by the Board of Directors at its next regular meeting.~~ **MENTIONED IN ARTICLE 6.7**

7.6 The proceedings or decisions of the Board could be invalidated for constitutional transgression or utter disregard for policies as determined by the Judiciary and/or by the AGM or SGM called for that purpose.

~~7.5 The proceedings of the Board shall not be invalidated for any reason or any defect in the election, appointment, co-options, or qualifications of any member.~~ **REPHRASED IN 7.7**

## Article 8: CHAIRING MEETINGS

8.1 All General meetings of the Federation shall be presided over by the President, or in his/her absence, its Vice President.

8.2 A committee or sub-committee's meetings shall be chaired by an appointed member within the meeting.

8.3 The Board of Directors meeting shall be chaired by the President or in his/ her absence, another Board Member shall be appointed to chair that meeting.

## Article 9: FINANCE

- 9.1 All funds raised by or on behalf of the Federation shall be applied to further the objectives of the Federation and for no other purpose provided that nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Federation engaged in the approved business of the Federation.
- 9.2 The Treasurer shall keep proper accounts of the finances of the Federation.
- 9.3 The financial year of the Federation shall run from January 1 to December 31 of each year.

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9.4 The accounts shall be audited at least once a year by internal auditors and verified as needed, by external auditors.

~~9.4 The accounts shall be audited at least once a year by an internal auditor or auditors who shall be appointed at the Annual General Meeting, unless waived by the Board. There will be also an independent auditor annually, unless waived by the Board.~~ *Rephrased to be consistent with the new structure*

9.5 An audited statement of accounts for each financial year shall be submitted by the Treasurer at the Annual General Meeting.

9.6 There shall be a possibility of developing a TRUST FUND account.

9.7 A bank account shall be opened in the name of the Federation with a Bank approved by the Board of Directors. All cheques must be signed by not less than 2 of the 3 authorized signatories with the approval of the Board.

## Article 10: TRUST PROPERTY

10.1 The President, Vice President, Treasurer, one member from the Judiciary and two association leaders selected by the association leaders' committee shall serve as Trustees for the purposes of holding any belongings or property of the Federation and shall make sure that all monies are kept in ACFOLA's bank account

~~10.1—The President, Vice President, Treasurer and another member of the Board-at-large, will act as Trustees for the purpose of holding any belongings or property of the Federation and should make sure that all monies are kept in ACFOLA's bank account.~~ *Rephrased to be consistent with the new structure*

10.2 The titles to all property (ies) shall be vested to the Trustees who shall hold such properties in trust for the Federation **as stipulated in Article 10.1.**

10.3 In case the Federation and its Board of Directors are dissolved, the Trustees will continue acting in this role temporarily for a period not exceeding three months. Within this period, they cannot decide how to administer, manage, disburse, and/or use any monies or property of the Federation.

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10.4 The title of receivership of the property (ies) should be to an independent non-ACFOLA member company that shall deliver it to charity in a transparent and appropriate manner as recognized by the Province of Ontario **as stipulated in Article 10.1 and Article 15.3.**

## Article 11: ANNUAL GENERAL MEETING

11.1 An Annual General Meeting shall be held every year, at intervals of not more than fourteen (14) months from the preceding Annual General Meeting; provided that there shall be an Annual General Meeting in every calendar year.

11.2 At such an Annual General Meeting the business shall include the following:

**11.2.1 The election of members to serve on the Board of Directors, the Judiciary and the Auditors;**

**11.2.2 Report by the President, and Treasurer and when necessary the Judiciary and Auditors shall comment.;**

**11.2.3 Consideration of the presented reports from the general membership**

**11.2.4 The transaction of such other matters as may from time to time be considered necessary;**

~~11.2.1 The election of members to serve on the Board of Directors;~~ **MERGED WITH 11.2.2**

~~11.2.2 The appointment of an auditor or auditors;~~ **MERGED WITH 11.2.1**

~~11.2.3 The President's report;~~

~~11.2.4 The consideration of the audited accounts;~~ **MOVED TO 11.2.3**

~~11.2.5 The transaction of such other matters as may from time to time be considered necessary.~~  
**MOVED TO 11.2.3**

## Article 12: SPECIAL GENERAL MEETING

The Board of Directors may at any time at its discretion or upon a requisition signed by not less than **2/3** of members **from each membership category in good standing, and by providing a written**

rationale, can call ~~eligible majority having the power to vote and giving reasons for the request,~~  
~~call~~ a Special General Meeting of the Federation for the purpose of altering the Constitution in  
accordance with or of considering any matter which may be referred to them by the Board or for  
any other purpose. *AS STIPULATED IN ARTICLE 5.2.7*

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### Article 13: RULES OF PROCEDURE AT ALL MEETINGS

#### Voting

- 13.1 Subject to the provisions hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote.
- 13.2 To avoid domination by any class of members, the votes will be fifty percent (50%) of the total 100 % vote for corporate members in good standing and fifty percent (50%) of the total 100% vote for individual in good standing. The secretary will communicate the number of voting delegates for each corporate member **14 days** in advance based on the number of individual members in good standing *as stipulated in Article 5.2.5*. For example, if there are ten individual members in good standing and five corporate members in good standing, each corporate member will have two delegates.
- 13.3 Individual members shall have one vote.
- 13.4 Etiquette and decorum should be observed all times.**

#### Minutes

- 13.4 Minutes books shall be kept by the Board and all committees or sub-committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

#### Quorum

- 13.5 The quorum at General Meetings of the Federation shall be (~~30%~~ **50%**) and at meetings of the Board shall be 50% +1 of all the members or simple majority. If no quorum is formed the meeting shall be rescheduled. The subsequent meeting will go ahead with or without quorum.

## Standing Orders

13.6 The Board of Directors with 2/3 emergency vote shall have power to adopt and issue Standing Orders and/or Rules for the Federation. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Federation in an Annual General Meeting or Special General Meeting, which - ever comes first within 2 months, and shall not be inconsistent with this Constitution.

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### Article 14: ALTERATIONS TO THE CONSTITUTION

Any alterations to this Constitution shall receive the assent of not less than two-thirds of the members of the Federation present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Federation. No alteration shall be made which would cause the Federation to lose its not-for-profit or charitable status, if applicable.

### Article 15: DISSOLUTION

#### 15.1 DISSOLUTION OF THE BOARD OF DIRECTORS

15.1.1 The President with a 2/3 majority may decide at anytime to dissolve the Board on the grounds of an impasse caused by interpersonal dispute, unhealthy working atmosphere or mismanagement of the Federations affairs and finances.

15.1.2 When 2/3 of the members call for an SGM for the dissolution of the Board, as stipulated in article 5.2.7

15.1.3 When 2/3 of the members who are active members for at least 6 months and in good standing can declare at the SGM the dissolution of the current Board of Directors.

15.1.4 In the event of the confirmation of the dissolution of the Current Board of Directors as stipulated in 15.1.3, the SGM may decide to appoint a transitional (temporary) Board consisting of 5 people to lead the organization within 30 days. In the mean time the executive committee have a continuing responsibility for the fiduciary duties of the

organization. A transition protocol shall be created by the current board and activated at the time of dissolution.

15.1.5 In the event Article 15.1.4 is not chosen as a course of action and the SGM decided to dissolve the Federation, Article 15.2 applies.

~~15.1—If the Board by a 2/3 majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Board, they shall call a Special General Meeting of the members for that purpose.~~

## 15.2 DISSOLUTION OF THE FEDERATION

15.2.1 As stipulated in Article 15.1.5, 2/3 majority of the active members and members in good standing may decide to dissolve the Federation.

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15.2.2 As stipulated in Article 15.2.1, when the decision to dissolve the Federation is taken, pertinent Canada Not for Profit Corporation Act applies.

15.2.3 In the case of the dissolution as stipulated in 15.2.1 and Article 15.2.2, the Board shall NOT have power to dispose of any assets held by or in the name of the Federation.

~~15.2—If such decision shall be confirmed by a 2/3 majority of those present and voting at such meeting the Board shall NOT have power to dispose of any assets held by or in the name of the Federation.~~ *MOVED TO ARTICLE 15.2.3*

15.3 Any assets remaining after the payment of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objectives similar to the ones of the Federation as 2/3 of active members may decide. “This clause will only prevail over article 9 above if no less than twenty active members are involved”

## Article 16: INDEMNITY

The Federation shall indemnify and keep indemnified every officer, member, volunteer and employee of the Federation from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising there from) that are made or brought against the Federation in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment, but this indemnity shall not extend to liabilities arising from willful and individual/collective fraud, **misrepresentation**,

wrongdoing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall affect a policy of insurance in respect of this indemnity.

## Article 17: OFFICER'S RESPONSIBILITIES:

President

### **17.1 President**

17.1.1 It will be the duty of the President to call, preside over, and adjourn all General and Annual meetings of the Federation.

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17.1.2 The duties shall include chairing meetings according to accepted rules of order for the purpose of encouraging all members to participate in discussion, and come to decisions timely and democratically. **An abridged and board- approved Roberts Rule of Order shall be used**

17.1.3 The President shall be the face of the Federation, by representing it to outside organizations. However, he/she can choose a delegate if need be.

17.1.4 He/she shall serve ex officio as a member of committees and attend their meetings when invited.

17.1.5 The President is also responsible for performing other duties that are required by the Federation such as signing all the minutes with the Secretary, etc.

17.1.6 **He/she shall obey, implement and defend the by-laws and approved policies and assigned tasks with integrity.**

17.1.7 **The President shall share and disseminate information equally across the Board at the same time.**

17.1.8 **He/she is accountable for the general well-being of the Federation.**

17.1.9 **He/she signs cheques together with the Treasurer and another Board member approved by the Board.**

Vice President

## **17.2 Vice President**

17.2.1 The Vice President will assume the duties and responsibilities of the President if he/she resigns, as stipulated in 17.1.1 to 17.1.9.

17.2.2 The Vice President shall preside over meetings if the President is unable to attend, assuming the responsibilities and duties of the President for those meetings.

17.2.3 The Vice President shall constitute committees with term of reference approved by the board.

17.2.4 He/she shall execute and oversee tasks assigned by the Board or the Executive Committee

17.2.5 The Vice President shall assist and collaborate with the President in implementing his/her duties.

17.2.6 With the approval of the Board, he/she shall form and Chair a Board Performance Evaluation Committee, consistent with the Board approved protocol.

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Treasurer

## **17.3 Treasurer**

17.3.1 The treasurer shall keep an up-to-date record of all assets and obligations.

17.3.2 He/She shall Update the Board with the financial status at board meetings and implement treasury tasks assigned and approved by the Board.

17.3.3 The Treasure shall monitor revenue streams from all sources.

17.3.4 He/She shall collaborate and coordinate with other Board departments in terms of the budgetary process.

17.3.5 The Treasurer shall participate in the development of fundraising and sustainability strategies with other bodies.

17.3.6 He/She shall have oversight on revenues and expenditures as per standard accounting practices.

17.3.7 The Treasurer shall present audited financial statements at the AGM

17.3.8 He/She shall monitor the bookkeeping system for CRA compliance.

~~17.3.1 All fiscal matters are the responsibility of the Treasurer.~~



~~17.3.2 The Treasurer will be responsible for signing all necessary paperwork with one of the other two signatories for the movement of funds for the Federation.~~

Secretary

#### **17.4 Secretary**

17.4.1 The Secretary shall keep updated records of all meetings of the Federation.

17.4.2 He/She shall oversee incoming and outgoing official correspondence.

17.4.3 The Secretary shall oversee membership records, including the membership talent database.

17.4.4 He/She shall oversee the archiving of all Federation documents, policies, contracts, reports, proposals and correspondence.

17.4.5 The Secretary shall issue meeting notices and packages.

17.4.6 The Secretary is the custodian of the Federation's Constitution.

Public Relations Officer

#### **17.5 Public Relations and Communications Officer (PRCOM)**

17.5.1 Under the recommendation of the Board, the PRCOM's main work shall be to represent ACFOLA in a reputable and responsible way.

17.5.2 The goal of the PRCOM Office shall be to promote ACFOLA to the general public and **Media**.

17.5.3 The PRCOM shall build a relationship with stakeholders.

17.5.4 He/She shall issue press releases and promote media coverage for all ACFOLA events and activities.

17.5.5 Shall attend external events and activities on behalf of ACFOLA.

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17.5.6 He/she shall constantly manage to handle media relations for the sake of ACFOLA's image, but also establish relationships with well-connected people in the media industry to facilitate his/her work.

- 17.5.7 The Public Relations and Communications Officer shall prepare and execute a Public Relations policy and a 2-year media campaign plan approved by the Board as part of the overall strategic /operational plan of the federation.
- 17.5.8 The PRCOM shall update the Board on his/her committee's activities.

#### Employment and Settlement Affairs Officer

### **17.6 Employment and Settlement Affairs Officer**

- 17.6.1 Shall form a committee or committees of dedicated volunteers.
- 17.6.2 Shall prepare and develop a 2- year strategic/operational plan that promotes, employment inclusion and engagement approved by the Board.
- 17.6.3 Shall prepare a budget and request funds for this purpose if necessary.
- 17.6.4 Shall update the Board on his/her committee's activities.
- 17.6.5 Shall implement tasks assigned by the board
- 17.6.6 Shall collaborate and coordinate with other departments (officers).
- 17.6.7 Shall actively advocate for membership employment using the talent bank.
- 17.6.8 Shall actively advocate for the use ACFOLA - developed Tool Kit for newcomers
- 17.6.9 Shall collaborate and partner with other employment and settlement related organizations.

#### Sports and Youth Programs Officer

### **17.7 Sports and Youth Programs Officer**

- 17.7.1 Shall form a committee or committees of dedicated volunteers.
- 17.7.2 Shall oversee the development of a 2-year strategic/operational plan for sports and youth engagement.
- 17.7.3 Shall prepare a budget and request for funds if necessary.
- 17.7.4 Shall update the Board on his/her committee's activities.
- 17.7.5 Shall execute tasks assigned by the Board.
- 17.7.6 Shall collaborate and coordinate with other Board officers as well as with the member corporate association counterparts if they have one.
- 17.7.7 Shall collaborate and partner with other sports and youth organizations

#### Events and Social Development Affairs Officer

### **17.8 Events and Social Development Affairs Officer**

- 17.8.1 Shall form a committee and/ or subcommittees if necessary of dedicated volunteers.

- 17.8.2 Shall oversee the development of a 2-year strategic/operational plan for events to promote health, education, social issues and culture.
- 17.8.3 Shall prepare a budget and request funds if necessary.
- 17.8.4 Shall update the Board on his/her committee's activities.
- 17.8.5 Shall implement tasks assigned by the Board
- 17.8.6 Shall collaborate and coordinate programs and events with other Board officers and with member corporate association's counterparts if they have one.
- 17.8.7 Shall collaborate and partner with other events and social development organizations

Research and Proposal Development Affairs Officer

**17.9 Research and Proposal Development Affairs Officer.**

- 17.9.1 Shall form a committee and /or committees of dedicated volunteers.
- 17.9.2 Shall Oversee the development of a plan for research and proposal development.
- 17.9.3 Shall update the Board on his/her committee's activities.
- 17.9.4 Shall prepare a budget and request for funds if necessary.
- 17.9.5 Shall collaborate with other Board Officers.
- 17.9.6 Shall execute tasks assigned by the Board.
- 17.9.7 Shall collaborate and partner with other research and proposal development organizations

The Board Executive Committee

**17.10 The Board Executive Committee**

- 17.10.1 The Board's Executive Committee consists of the President, the Vice President, the Treasurer, the Secretary, and the Public Relations & Communications Officer as stipulated in Article 6.7.
- 17.10.2 The Executive Committee oversees the functioning of the ACFOLA office as per the board's decisions and recommendations.
- 17.10.3 When an urgent or immediate action is required, the executive committee may take action or decision consistent with Board's and Federation's policies and report to the Board in the immediate next board meeting.

Executive Director (ED)

**17.11 Executive Director (ED)**

17.11.1 The Executive Director is hired by the Board with defined Terms of Reference and remuneration.

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17.11.2 Shall execute the board's 2-year comprehensive strategic plan including the overall operational tasks including finance, audit engagement, HR, media, logistics, internal and external stakeholder management, general and specific reporting requirements and other assigned duties by the board and/or Board Executive committee.

17.11.3 He/She is an ex-officio member of Board / Executive and other Board committees, where she/he will be expected to report as needed.

17.11.4 The ED shall manage and supervise office staff according to the approved Human Resource policy.

17.11.5 The ED shall adhere to PR & Communication policies in collaboration with the PRCOM Officer.

17.11.6 He/She shall keep an up-to-date record of new members and members in good standing who have paid their financial obligations and shall give the Secretary a copy for the registry.

**17.12** The ED shall apply Generally Accepted Accounting Principles (GAAP) and prepare or oversee the preparation of financial statements such as balance sheet, income statement and cash flow.

**17.13** The ED shall attend external events and functions on behalf of ACFOLA.

**17.14** The ED shall conduct outreach activities on behalf of the federation.

**17.15** The ED is the primary contact person for ACFOLA.

**Article 18: JUDICIARY BODY**

18.1 The Judiciary Body consists of three members elected at the AGM.

18.2 Members shall understand, abide, implement and defend the constitution.

18.2.1 The Judiciary shall be fair, unbiased and ethical and knowledgeable of applicable laws.

18.3 The Judiciary shall review Member/Board cases brought to them and provide resolution and/or recommendations.

- 18.4 The Judiciary shall review policies and contracts to make sure they are consistent with ACFOLA's principles and by-laws.
- 18.5 The judiciary shall share their findings/resolution with the Board ahead of the AGM and/or within 30 days of their findings/decisions
- 18.6 The Judiciary shall give a report at the AGM as necessary.

## Article 19: THE AUDITOR'S BODY

- 19.1 The Auditors Body consists of three members elected at the AGM.
- 19.1.1 Members shall understand, abide, and implement the constitution.
- 19.1.2 Members shall adhere to the Generally Accepted Accounting Principles in Auditing ACFOLA's Financial Accounts.
- 19.1.3 Auditors shall have the right to audit ACFOLA's Finances at least once a year or at any time and request relevant documents from the Treasurer which he/she is obliged to provide.
- 19.2 Auditors shall verify the proper account controls of revenue, expenditures, and spending policies.
- 19.3 Auditors shall express views and recommendations for action on the balance sheet, income statement, and cash flow.

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- 19.4 Auditors shall submit audited reports to the Board and the Treasurer.
- 19.5 Auditors shall verify the financial statement reported by the treasurer at the AGM.
- 19.6 Auditors shall recommend measures for fixing identified financial management or procedural issues.

## ~~Article 18: ELECTIONS~~

## BECOMES ARTICLE 20: ELECTION

- 20.1 Elections for Directors, **Judiciary and Auditors** shall be held at the Annual General Meeting.
- 20.2 All candidates must be active members of the Federation and must have paid all their dues in advance in order to be nominated and elected.
- 20.3 The candidates receiving a majority of votes will be deemed the winners.

- 20.3.1 In the event of a tie of votes, that is to say, candidates getting an equal number of votes, the Election Officer or the Returning Officer shall conduct a tie breaker with the consent of the candidates using one of the following methods: a) either of the candidates withdrawing his or her candidacy, or b) decision by a toss of a coin, or c) by conducting a run-off vote for the two candidates only.
- 20.3.2 In the event that a tie in votes still persists after the run-off election, the Election Officer or the Returning Officer shall use one of the following methods to break the tie: a) either of the candidates voluntarily withdrawing his or her candidacy, or b) decision by a toss of a coin.
- 20.4 To become a Board member, **Judiciary or Auditor** of ACFOLA a member must be nominated and seconded by a member (in good standing).
- 20.5 Nominations for candidates for the Board of Directors, **Judiciary and Auditor** must be in writing, and must be in the hands of the Secretary of the Federation or a returning officer designated by the Board of Directors at least fifteen days (15) to the day of the Annual General Meeting hereinafter mentioned.

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- 20.5.1 Individuals nominated to Executive Positions, such as President, Vice President, Secretary, Treasurer and Public Relations & Communications Officer must present to the membership at the elections a list of their qualifications and explain why they will make a good fit and productive member of the Executive team. These qualifications if received prior to the elections shall be distributed to ACFOLA membership electronically.
- 20.6 In the event no nomination is received prior to the Meeting, oral nominations duly seconded may be accepted from the floor of the Annual General Meeting.
- 20.7 ~~Elected officers and Board Members~~ **All elected Officers of the Board, Judiciary and Auditors** must sign an oath of allegiance and commitment and must strictly observe ACFOLA's code of conduct.
- 20.8 A member of the Federation cannot be a Board member, **or a member of the Judiciary and Auditors** by mere expression of interest to become a Board member, but only through the nomination and election process as described above.
- 20.9 To qualify as a candidate for directorship the member has to be:

- 20.9.1 Legally residing in Canada;
- 20.9.2 A member in good standing for at least six (6) months prior to the election.
- 20.9.3 At least 21 years of age;
- 20.9.4 Someone with a good knowledge of community development and involvement in London and area;
- 20.9.5 Mentally competent.
- 20.10 All candidates elected into executive offices must be validated by a police record check.
- 20.11 The Returning Officer reserves the right to validate that a candidate meets the qualification/requirements prior to the elections.
- 20.12 To qualify to vote, you must be a member in good standing.

~~Article 19: TERMINATION OF DIRECTORS~~  
BECOMES Article 21: TERMINATION OF DIRECTORS

- 21.1 Any director may resign in writing to any other officer.
- 21.2 The Board may remove a director for breach of confidentiality, violation of the code of conduct, criminal convictions or other serious dereliction of duty as a director, **as stipulated in article 7.3.6**

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- 21.3 The resolution to remove a director from office shall be effective only if passed by 2/3 of the votes cast by the meeting of the board ( **2/3 attending**).
- 21.4 **The Board member shall have the right to challenge the Board's decision to the Judiciary Body as stipulated in article 7.3.6.**

~~Article 20: FILLING OF VACANCY ON THE BOARD~~  
BECOMES Article 22: FILLING OF VACANCY ON THE BOARD

- 22.1 A vacancy on the Board caused by the death, resignation, removal or incapacity to act as an elected member of the Board shall be filled by a member of the Federation through an election at the next General Meeting or at a Special General Meeting called for that purpose.
- 22.2 The member(s) so elected shall hold office for the unexpired portion of the term of office of the member(s) whose office he or she is elected to fill.

22.3 In the event the past Board of Directors is totally replaced by new incoming BOARD OF DIRECTORS, for the purposes of building on past strategic/operational plan and maintaining continuity of the federation's overall direction, the past Executive Committee, and without having voting rights, will co-lead, deliberate, assist, advise and mentor the new BOARD OF DIRECTORS on matters that had been initiated, contracted and committed in the past. This assistance will be for a period of 3-6 months. By the maximum period of 6 months, the new board will be expected to have its strategic/operational plan in place, at which time the Board shall have the option of incorporating members of the past board into an Advisory Board, whose terms of reference will be determined by the new Board.