

African Canadian Federation of London & Area



Fédération Africaine-Canadienne de London et ses Environs

CONSTITUTION

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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.

“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.

- 1.6 “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.
- 1.7 “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.
- 1.8 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;

4.19 The board will adhere to the federal and provincial laws of non- disclosure requirement on information it has gathered

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 directors or board members. The number of members and names of directors/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 after accepting the provisions of this Constitution in the membership application form, 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 has the right to nominate, be nominated, and vote as stipulated in Article 20, Elections.

- 5.2.2 Has the right to express his/her views.
- 5.2.3 Has 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 has the right to appeal to the judiciary; c) The decision of the judiciary is final within the organizational structure of ACFOLA d) The person has the right to appeal to the AGM/SGM if option c is not satisfactory, the decision of AGM/SGM is final.
- 5.2.4 Has 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 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 has the right to request and view pertinent Board decisions, procedures and financial statements 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. In the very rare occasion that the Board declines to honour the request, the member has the right to appeal to the Judiciary.
- 5.2.7 A member has a 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 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 Body for arbitration.

5.3 OBLIGATIONS OF THE MEMBER

- 5.3.1 The member should understand, observe, abide and implement the by-laws.
- 5.3.2 Should pay membership fees on time to be in good standing.
- 5.3.3 Members are expected to 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 Should volunteer his/her time, effort, knowledge, skill and expertise for the well-being of the Federation.
- 5.3.5 Should actively participate in committees, and other activities organized by ACFOLA.

- 5.3.6 Should defend the constitution and promote / advocate the vision and mission of ACFOLA.
- 5.3.7 Should 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 Should not defraud or participate in other unethical activities, financial or otherwise that could tarnish ACFOLA's reputation.
- 5.3.9 Should volunteer to give some personal information which will be kept confidential by the Secretary to keep a database for the sole purpose of developing services, programs, and advocacy by ACFOLA- like health, education, sports, employment and funding proposals. This will need to be updated annually.

Article 6: BOARD OF DIRECTORS

- 6.1 The Board of Directors will comprise of nine (9) members. These nine (9) members will 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 should be from either class of membership. Either class should be represented fairly unless there are no willing and no qualified candidates from that class. Out of the nine board members at least one should be within the age of 18-35 and at least 3 should be females.
- 6.2 The nine Members of the Board of Directors to be elected are: President, Vice President, Secretary, Treasurer, Public Relations and Communications Director, Employment and Settlement Affairs Director, Youth and Sports Affairs Director, Events and Social Development Director, and Research and Proposal Development Affairs Director.
- 6.3 The Board of Directors shall be elected by the members of the Federation at the Annual General Meeting (AGM) or Special General Meeting (SGM).
- 6.4 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 Director shall form the Board's Executive Committee which will execute constitutional, strategic and policy tasks assigned to them by the Board of Directors as specified in Article 17.10
- 6.5 A term of office for the board of directors shall be two years. The President can serve no more than two consecutive terms, but he/she is eligible to run for other portfolio/function.
- 6.6 No more than one individual from the same immediate family can serve on the ACFOLA Board.

- 6.7 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 member.
- For the Executive Committee position, if deemed necessary, the Board of Directors, with a unanimous vote may grant an exception to this provision.
- 6.8 The General management of the affairs of the Federation shall be directed by the Board of Directors which shall meet not less than eleven (11) times a year and shall consist of 50% +1 (simple majority) of the elected members of the Board of Directors.
- 6.9 In exercise of Article 6.8 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 6.8 (i.e., a simple majority of the elected members of the Board of Directors).

Article 7: 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.
- 7.1.2 Has the right to resign in writing.

7.2 Duties

- 7.2.1 Has to understand, abide, and implement the by-laws and governance policies.
- 7.2.2 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 should develop and have a strategic plan consistent with the mission and objective in the first six months of its term of 2 years.
- 7.3.2 The Board should 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 should be approved by the Board of Directors
- 7.3.4 The Board in consultation with the Judiciary Body prepare and approve governance policies.
- 7.3.5 The Board of Directors, unless delegated to specific board members and/or executive body, 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 has 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 has the right to challenge the Board's decision to the Judiciary.
- 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 is 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 will be reimbursed. The Board should 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.
- 7.5 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.
 - 7.5.1 The Board of Directors shall provide each Committee, Advisory Group or Working Party with Terms of References detailing the aims and specific mandate of the committees.

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

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.

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

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 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

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.

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;

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, providing a written rationale, as stipulated in Article 5.2.7, can call a Special General Meeting of the Federation for the purposes 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.

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.

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.

13.2 Individual members shall have one vote.

13.3 Etiquette and decorum should be observed at 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 **(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, whichever ever comes first, within 2 months, and shall not be inconsistent with this Constitution.

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 of Directors on the grounds of an impasse of interpersonal dispute, unhealthy working atmosphere or mismanagement of the Federation's 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 meantime, the executive committee have a continuing responsibility for the fiduciary duties of the organization. A transition protocol should 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.

15.2 DISSOLUTION OF THE FEDERATION

As stipulated in Article 15.1.3, 2/3 majority of the active members and members in good standing may decide to dissolve the Federation.

- 15.2.1 As stipulated in Article 15.2, when the decision to dissolve the Federation is taken, pertinent Canada Not for Profit Corporation Act applies.
- 15.2.2 In the case of the dissolution as stipulated in 15.2 and Article 15.2.1 the Board shall NOT have power to dispose of any assets held by or in the name the Federation.
- 15.2.3 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 director, 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 directors, 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 director, member, volunteer or employee sought to be made liable. The Treasurer shall affect a policy of insurance in respect of this indemnity.

Article 17: DIRECTOR'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.

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 will 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 as ex-officio 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 Sharing and disseminating 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 executes and oversees tasks assigned by the Board or the Executive Committee
- 17.2.5 Assists and collaborates with the President in implementing his/her duties.
- 17.2.6 With the approval of the Board, he/she forms and Chairs a Board Performance Evaluation Committee consistent with the Board approved protocol.

Treasurer

17.3 Treasurer

- 17.3.1 Keeps an up-to-date record of all assets and obligations.
- 17.3.2 Updates the Board with the financial status at board meetings and implements treasury tasks assigned and approved by the Board.
- 17.3.3 Monitors revenue streams from all sources.
- 17.3.4 Collaborates and coordinates with other Board departments in terms of the budgetary process.
- 17.3.5 Participates in the development of Fundraising and sustainability strategies with other bodies.
- 17.3.6 Has oversight on revenues and expenditures as per standard accounting practices.
- 17.3.7 Presents audited financial statements at the AGM
- 17.3.8 Monitors the bookkeeping system for CRA compliance.

Secretary

Secretary

- 17.4.1 keeps updated record of all meetings, minutes of all of the Federation.
- 17.4.2 Oversees incoming and outgoing official correspondence.
- 17.4.3 Oversees membership records, including membership talent database and observes the clause on non-disclosure of personal information as per article 4.19.
- 17.4.4 Oversees the archiving of all Federation documents, policies, contracts, reports, proposals and correspondence.
- 17.4.5 Issues meeting notices and packages
- 17.4.6 Is the custodian of the Constitution

Public Relations and Communications Director

17.5 Public Relations and communications Director

- 17.5.1 Under the recommendation of the Board, the Public Relations and Communications Director's (PRCOM) main work shall be to represent ACFOLA in a reputable and responsible way.
- 17.5.2 The goal of PRCOM shall be to promote ACFOLA to the general public and **Media**.
- 17.5.3 The Public Relations and Communications Director shall build a relationship with stakeholders
- 17.5.4 Issues press releases and promotes media coverage for all ACFOLA events and activities
- 17.5.5 Attends external events and activities on behalf of ACFOLA.
- 17.5.6 He/she should 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 Prepares and executes a PR policy and a 2-year media campaign plan approved by the Board as a part of overall strategic plan of the federation.

Employment and Settlement Affairs Director

17.6 Employment and Settlement Affairs Director

- 17.6.1 Forms a committee or committees of dedicated volunteers.
- 17.6.2 Prepares and executes a 2- year strategic plan that promotes, employment inclusion and engagement approved by the Board.
- 17.6.3 Prepares a budget and requests funds for this purpose if necessary.
- 17.6.4 Updates the Board on his/her activities.
- 17.6.5 Implements tasks assigned by the board
- 17.6.6 Collaborates and coordinates with other departments (directors).
- 17.6.7 Actively advocates for membership employment using the talent bank.
- 17.6.8 Actively advocates for the use ACFOLA developed Tool Kit for newcomers
- 17.6.9 Collaborates and partners with other employment and settlement related organizations.

Sports, Youth & Membership Affairs Director

17.7 Sports and youth programs Director

- 17.7.1 Forms a committee or committees of dedicated volunteers.

- 17.7.2 Oversees the development and executes a 2-year strategic plan for sports and youth engagement.
- 17.7.3 Prepares a budget and requests for funds if necessary.
- 17.7.4 Updates the Board on his/her activities.
- 17.7.5 Executes tasks assigned by the Board.
- 17.7.6 Collaborates and coordinates with other Board directors as well as with the member corporate association counterparts if they have one.
- 17.7.7 Collaborates and partners with other sports and youth organizations

Events and Social Development Affairs Director

17.8 Events and Social Development Affairs Director

- 17.8.1 Forms a committee and or committees or subcommittees if necessary of dedicated volunteers.
- 17.8.2 Oversees the development and executes a 2-year strategic plan for events to promote health, education, social issues and culture.
- 17.8.3 Prepares a budget and requests funds if necessary.
- 17.8.4 Updates the Board of his/her activities.
- 17.8.5 Implements tasks assigned by the Board
- 17.8.6 Collaborates and coordinates programs and events with other Board Directors and with member corporate association's counterparts if they have one.
- 17.8.7 Collaborates and partners with other events and social development organizations

Research and Proposal Development Affairs Director

17.9 Research and Proposal Development Affairs Director.

- 17.9.1 Organizes a committee of dedicated volunteers
- 17.9.2 Oversees the development and execution of a plan for research and proposal development.
- 17.9.3 Reports to the Board about the Research and Proposal Development portfolio.
- 17.9.4 Sets a time line and a budget if necessary.
- 17.9.5 Collaborates with other Board Directors.
- 17.9.6 Executes tasks assigned by the Board.
- 17.9.7 Collaborates and partners with other research and proposal development organizations

The Board Executive Committee

17.10 The Board's 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 and Communications Director as stipulated in Article 6.4.
- 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 the 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.
- 17.11.2 Executes the board's 2-year comprehensive strategic plan with overall operational tasks including finance, audit engagement, HR, media, logistics, internal and external stakeholder management, general and specific reporting requirement and other assigned duties by the board and/or Board's Executive committee.
- 17.11.3 He/she is an ex-officio member of the Board / Board's Executive Committee meetings, and other Board's Directors committees and reports to both periodically
- 17.11.4 Manages and supervises office staff according to the approved Human Resource policy.
- 17.11.5 Adheres to PR policies in collaboration with PRCOM
- 17.11.6 Keeps up-to-date records of new members and members in good standing who have paid their financial obligations and provides the Secretary a copy for registry
- 17.12** Applies Generally Accepted Accounting Principles (GAAP) and prepares or oversees the preparation of financial statements such as balance sheets, income statements and cash flow
- 17.13** Attends external events and functions on behalf of ACFOLA
- 17.14** Conducts outreach activities on behalf of the Federation.
- 17.15** Is the primary contact person of ACFOLA and make appropriate referrals to the right body

Article 18: JUDICIARY BODY

- 18.1 The Judiciary Body consists of three members elected at the AGM for a 2-year term.
 - 18.1.1 Should understand, abide, implement and defend the constitution.

- 18.1.2 Should be fair, unbiased, ethical and knowledgeable of relevant laws governing the Federation.
- 18.2 Reviews cases brought to them by ACFOLA members and the Board members and determines resolution and/or recommendations.
- 18.3 Reviews policies and contracts to make sure they are consistent with ACFOLA's principles and by-laws.
- 18.4 The judiciary should share their findings/resolution with the Board of Directors ahead of the AGM and within 30 days of their findings/decisions
- 18.5 Gives a report at the AGM.

Article 19: THE AUDITOR'S BODY

- 19.1 The Auditors Body consists of three members elected at the AGM for a 2-year term.
 - 19.1.1 Should understand, abide, and implement the constitution.
 - 19.1.2 Should adhere to the Generally Accepted Accounting Principles in Auditing ACFOLA's Financial Accounts.
 - 19.1.3 Has 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 Verifies the proper account controls of revenue, expenditures, and spending policies.
- 19.3 Expresses views and recommendations for action on the balance sheet, income statement, and cash flow.
- 19.4 Submits audited report to the Board
- 19.5 Verifies the financial statement reported by the treasurer at the AGM
- 19.6 Recommends measures for fixing identified financial management or procedural issues.

Article 20: Elections

- 20.1 Elections for Directors, Judiciary and Auditors should 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 Director or the Returning Director 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 Director or the Returning Director 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 director designated by the Board of Directors at least fifteen days (15) to the day of the Annual General Meeting hereinafter mentioned.
- 20.5.1 Individuals nominated to Executive Positions, such as President, Vice President, Secretary, Treasurer and Public Relations and Communications Director 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 memberships 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 All elected Directors 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 Director 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 21: TERMINATION OF DIRECTORS

21.1 Any director may resign in writing to any other director.

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

21.3 The resolution to remove a director from office shall be effective only if 6 members of the board cast a vote in favour of removal of a Director.

21.4 The Board member has the right to challenge the Board's decision to the Judiciary Body as stipulated in article 7.3.6

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.

ARTICLE 23: BOARD TRANSITION/SUCCESSION

23. In the event the past Board of Directors is totally replaced by a new incoming BOARD OF DIRECTORS, for the purposes of building on past strategic plan and maintaining continuity of the federation's overall direction, the past Executive Committee, 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. After the maximum 6 months, at which time the new board will have its strategic plan in place, may transition members of the past board into an adhoc Advisory Board, whose terms of reference will be determined by the new board.