THE NIGERIAN CANADIAN ASSOCIATION OF EDMONTON (NCAE) – BYLAWS 2025

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RESOLUTION - March 9 2025

THE SPECIAL RESOLUTION FOR THE ADOPTION OF THE NIGERIAN CANADIAN ASSOCIATION OF EDMONTON (NCAE) BYLAWS 2025

WHEREAS: Executive Officers of the Association having set up a committee to review the existing Bylaw of the Association, and to propose amendments to the said Bylaw consistent with the Societies Act of the Province of Alberta and other relevant legislations and bylaws.

WHEREAS: The Bylaw Review Committee having completed its tasks, and upon the consideration of all inputs by members of the Association, submitted the proposed Bylaw to Executive Officers

WHEREAS: The Executive Officers having reviewed the proposed Bylaw and accepted it for presentation to the General House of the Nigerian Canadian Association of Edmonton;

WHEREAS: The General House having been duly convened with a quorum of Members in Good Standing present, adopted the proposed Bylaw by a unanimous vote;

AND WHEREAS: The Special Resolution of the General House in adopting the Bylaw reads as follows: "**That the proposed Bylaw presented by the Executive Officer of the Nigerian Canadian Association of Edmonton (NCAE), be adopted as presented"**

Motion Moved by: **Adedayo Ojeleye**

Seconded by: **Sir Andrew Ohianwusi**

MOTION WAS PASSED

UNANIMOUSLY NOW THEREFORE:

Be it resolved that the NCAE Bylaw, having satisfied all the requirements of the Founding Documents of the Association as well as section 21.1 of the operating NCAE Bylaw at the time of its adoption, is hereby adopted for use by the Association.

Signed:

General Secretary, **NCAE**

MOYOSORE FAGBEMIGUN

President, **NCAE**

FUNKE OLOKUDE

Attachments: *The Roll Call of Members in attendance is attached as* ***Schedule "G"***

PART I: PREAMBLE, NAME, OBJECTIVE AND INTERPRETATIONS

SECTION 1

Preamble:
The people of Canada, through their elected representatives, have affirmed the principles of multi-culturalism to be the fundamental tenets on which the Canadian Society was built and continues to exist and function. This expression of respect for the unique characteristics which people of different backgrounds bring to the Canadian experience immeasurably enriches the country and all its people.

NCAE Declaration:

"We, the people of Nigerian heritage, intent on fulfilling our obligation to enrich the Canadian cultural mosaic, seek to form an organization, which will act inter alia as a vehicle and conduit to facilitate our contribution to and enrichment of this Canadian multi-cultural principle."

SECTION 2

Name:
The name of the association shall be "The Nigerian Canadian Association of Edmonton" hereinafter referred to as the "Association" or "NCAE".

SECTION 3

Mission:

(a) To exhibit and promote, in a discrete, inclusive, peaceful and unobtrusive manner, those aspects of Nigerian culture and heritage that would contribute positively to the Canadian cultural mosaic.

(b) To encourage a positive environment where members of the Association can get together from time to time for social and multicultural engagement, dialogue and interaction.

(c) To provide a cultural connection and identity, as needed, for children of Nigerian parentage and any other person who desires to identify with the Association's objectives, as more particularly outlined in this Bylaw.

(d) To create a network, and if necessary, a platform, for rendering reasonable and lawful assistance, as deemed fit by the Association, to members who may require support from time to time, and to Nigerians arriving newly to Edmonton in order to facilitate their transition into the larger Edmonton community.

(e) To act as the focal point of a network that would promote the social and economic benefits of its members in particular and society in general.
(f) To provide communal leadership and also act as the umbrella organization to duly registered ethnic or professional associations of Nigerian heritage and/or with majority

membership of people originally from Nigeria in Edmonton, if any such association agrees and accepts to be an affiliate member of NCAE pursuant to this Bylaw.

SECTION 4

Interpretation:

(a) In this Bylaw, unless the context otherwise requires, words importing the singular shall include the plural, as the case may be, and vice versa. A non-special reference to gender shall be deemed to include both sexes. References to person(s) shall include firms, corporations, legal entities and associations.

(b) The simple rules, practice, etiquette and decorum for conducting meetings, founded on the principle of respect and tolerance including, without limitation, the manner of moving, debating and passing motions as more specifically provided in this Bylaw, shall apply to every meeting of the Association.

(c) The President, and in their absence the Vice President, shall preside at every general meeting of the Association. In the absence of the President and Vice President at a duly convened general meeting at which a quorum has been formed, the Executive members present at any such meeting shall, in consultation with members present, elect any of the Executive Officers present to preside at the meeting. The election shall be by simple majority.

SECTION 5

Definitions:

(a) "Association" means the Nigerian-Canadian Association of Edmonton ("NCAE");

(b) "BoT" means the "Board of Trustees";

(c) Members" means a full, provisional, affiliate, honorary member or alumnus member of the Association unless otherwise stated;

(d) "Executive Officer" means a person who has been duly elected or appointed as an Officer of the Association;

(e) "Fiscal year" of the association shall be from April 1 to March 31;

(f) "General House" of the association means any duly convened general meeting of the association's members;

(g) "Greater Edmonton" is loosely defined to include counties that abut the City of Edmonton and urban areas contained therein;

(h) "Special Resolution" means:

(i) a resolution,

(a) passed at a General or Special meeting of which not less than 21 days' notice specifying the text of the resolution has been duly given, and

(b) passed by the vote of not less than three quarters (75%) of the members present in person.

(ii) a resolution proposed and passed as a Special Resolution at a General or Special Meeting of which not less than 21 days' notice has been given if all the members entitled to attend and vote at the General or Special Meeting so agree, or

(iii) a resolution consented to in writing by all the members entitled to vote on the resolution.

PART II: MEMBERSHIP

SECTION 1

Membership, Dues and Benefits:

(a) Membership of the Association shall be open to any individual, family, ethnic or professional association of Nigerian heritage as well as any person in Alberta who is of the full age of 18 years who applies to be a member of the Association and has received a favourable vote passed by a majority of the members at the Annual General Meeting of the Association, and upon payment of the approved Membership fee.

(b) The Association shall have the following six (6) categories of members, who for all intents and purposes shall, prior to admission thereof, each subscribe to the mission and objectives of the Association contained herein:

(i) Full Member;

(ii) Inactive Member;

(iii) Affiliate Member;

(iv) Honorary Member; and

(vi) Alumni Member.

(c) Full Membership may be granted to any individual or family who resides in Edmonton or the surrounding cities within the Province of Alberta and who commits to abide by the Bylaw of the Association, as well as promote the mission, affairs and activities of the Association as required hereunder. Subject to being in Good Standing (as that term is defined in this Bylaw), a Full Member shall have the right to:

(i) be heard and contribute to any issues before the general meeting of the Association;

(ii) vote at any meeting of Members of the Association;

(iii) vote by proxy at the Annual General Meeting of the Association at which the elections of the Executive and Boards are held; and

(iv) receive notice of any general meeting of Members.

(d) Provisional Membership may be granted to any individual who being a guest has attended one (1) meeting and has submitted a *Letter of Intent* to be a member but whose membership is being considered but not yet approved by the Members in accordance with this Bylaw;

(e) Inactive Membership status refers to a Full Member, who having satisfied membership requirement for a period of time has failed to pay his annual dues or has failed to meet the requirements of being a Member in Good Standing;

(f) Affiliate Membership may be granted to any ethnic association of Nigerian heritage that has been duly registered under the applicable law of the Province of Alberta or Canada, and has formally applied in writing for membership of the Association under this category of membership with a pledge to fully abide by and promote the Bylaw of the Association, amongst other responsibilities of membership contained hereunder. Subject to being in Good Standing as defined herein, an Affiliate Member shall have the right to through the Association's designate or identified representative

(i) One vote at any meeting of members of the Association through its accredited representative, as may from time to time be notified in writing to the General Secretary of the Association; General Secretary (ii) receive notice of meeting of members at the address provided by the Association.

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

(g) Honorary Membership may be granted to corporations, organizations, distinguished members of the Canadian or Nigerian society including, but not limited to, captains of industry, Ambassadors, High Commissioners and public office holders who have through their group, organization, work or writing demonstrated commendable support for the Association and the promotion of its mission and objectives. The Executive shall screen nominations for this position through a committee established for that purpose and candidates voted on at a properly constituted general meeting of members of which not less than twenty-one (21) days written notice of such a meeting have been given to Resident and Affiliate Members. A candidate nominated for an Honorary Membership shall be accepted by a two-third (2/3) majority vote of Members in Good Standing in attendance at such meeting of which at least twenty-one (21) days written notice thereof has been given to the voting Members. Honorary Members shall have no voting rights and are not entitled to a notice of meeting of the Association.

(h) Alumni Membership may be granted to any Member in Good Standing with the Association upon such Full Member's application in writing confirming his family's relocation from Edmonton or the surrounding cities within the Province of Alberta and requesting that his membership be re-classified to Alumni Member as a result of such relocation. The Executive shall upon receiving such a written application from a Member in Good Standing update the Association's membership register to reflect this development, and promptly inform the general meeting at the Association's next general meeting following the application. In the event that an Alumni Member or his family moves back to Edmonton or any surrounding cities in Alberta, he shall promptly notify the Association and convert to Full Member.

(i) Except as provided in Part V, Section 2(b) of this Bylaw, proxy voting shall not be allowed in any matter of the Association of which a vote or ballot has been called.

(j) General Statement on Existing, Emerging or New Ethnic Groups. The Association acknowledges the right of individuals and groups who are joined by common ancestry, culture, interests, language or religion to assemble or associate in any form whatsoever separately and apart from this Association. To the extent that the objectives and modus operandi of any such existing, emerging or new ethnic group is not in conflict, or by any means opposed to the structural and fundamental mission, objectives and oneness of the Association as manifested through this Bylaw and its Members, the Association shall, upon a written application admit such ethnic group as an Affiliate Member and extend the usual co-operation and encouragement to such new Affiliate in a manner that promotes one Nigeria and the multicultural bias of Canada for the overall benefit of the Association Members. For greater certainty, the Association shall not admit into membership any ethnic group or professional organization that has not met the following criteria:

(i) been duly registered under the applicable laws of the Province of Alberta or Canada with operations in Edmonton;

(ii) provides to the Association its certificate of registration and/or authentication to operate as an association or group in Edmonton;

(iii) provides a duly passed resolution of its members agreeing to be bound by the Bylaw, policies and guidelines of the Association;

(iv) accept to not organize any program, event or activity that will in any manner conflict with the Association's annual or quarterly events including, without limitation, Nigerian Cultural Nite, Heritage Week, Annual NCAE Picnic and quarterly general meetings;

(v) paid the applicable admission and membership fees; and

(vi) agrees not to pass any bylaw or enact policies or guidelines that in any way conflicts with the NCAE Bylaw, policies, guidelines, mission and objectives.

(k) A Member in Good Standing who meets the other eligibility requirements provided in Part III, Sections 1(f) and (g) of this Bylaw and any policies or guidelines made pursuant to this Bylaw regarding eligibility and/or conflict of interest shall be qualified to hold office in the Association.

(l) A voting Member in Good Standing is entitled to one vote.

(m) In an Annual General Meeting held to elect new Executive and Board of the Association, a voting Member is entitled to cast his vote by Proxy in the manner stipulated pursuant to Part V, Section 2(b) of this Bylaw.

(n) Application for membership of the Association shall be made in the prescribed form as provided in Schedule "D" with payment of the appropriate registration fee as set out in this Bylaw or any amendments thereof.

SECTION 2

Registration Fee, Membership Dues and Fiscal Year:

(a) Upon acceptance of an application to join the Association, a new Member shall immediately pay a non-refundable one-off registration fee to the Association. Subject to the amendment of the Bylaw in future, unless and until changed by a two-third (2/3) majority vote of Members in attendance at an Annual General Meeting at which a new Executive is being elected, the applicable registration fee shall be as follows:

(i) Full Member:

A. Single: $25.00 (comprising of an application fee of $5.00 and a registration fee balance of $20.00).

B. Family: $50.00 (comprising of an application fee of $10.00 and a registration fee balance of $40.00).

(ii) Affiliate Member: $100.00 (comprising of an application fee of $30.00 and a registration fee balance of $70.00).

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

(c) Subject to the amendment of the Bylaw in future and until changed by a two-third (2/3) majority vote of Members in attendance at an Annual General Meeting at which a new Executive is being elected, the applicable Annual Membership Dues shall be as follows:

(i) Full Members:

A. Single: $25.00

B. Family: $50.00

(ii) Affiliate Members: $100.00

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

(i) was admitted into membership by the Executive Officers and Board of Trustees upon the dissolution of the former membership and executives of the Association by January 2025.

(ii) became a fully registered Member of the Association after April 30, 2016 and was admitted as a member by a majority vote of Members at an Annual General Meeting of the Association; and
(iii) has fully paid the current year's annual Membership Fee. For greater certainty, only members in Good Standing are eligible to stand for elective office in the

Association or cast votes (either by show of hand or ballot) at meetings of the Association or by Proxy with respect to election of Executive Officers hereunder. In the same manner, subject to a few exceptions for certain benefits accessible to Provisional Member, benefits accruing to Members of the Association, including holding any executive office, Board position or working in any committee of the Association, are due and accessible only to Members in Good Standing.

(iv) has contributed a minimum of 20 hours yearly in voluntary service to the Association or has paid a minimum of $50.00/hour in lieu of missed hours of volunteer service to the Association;

(v) Notwithstanding the foregoing, all members shall complete and sign a membership pledge as provided in the attached Schedule "E".

(e) Membership Dues shall be reviewed from time to time as the Association deems necessary but at no event will the annual dues be changed without the approval of Members. The Executive may also recommend for a change in the annual dues. Such recommendation shall be examined by Members at a general meeting of which not less than twenty-one (21) days' notice in writing must have been given to each Member entitled to notice of meeting, namely: Resident, Affiliate and Alumni Members. If approved by a two-third (2/3) majority vote of voting Members in attendance at such general meeting, the new Membership Dues shall become effective from April 1, following the Annual General Meeting of the Association in April.

(f) The Association's fiscal year shall commence on January 1 and terminate on December 31.

(g) The Association's Annual General Meeting shall be held in the month of April. Other general meetings of the Association, with the exception of a special general meeting, shall be known as quarterly general meeting.

SECTION 3

Members' Benefits:

(a) Notwithstanding anything to the contrary in this Bylaw or any other policies or guidelines of the Association, only Members in Good Standing shall be entitled to any benefits due, available and accessible to Members of the Association. For greater certainty, each Full or Alumni Member in Good Standing shall be entitled to the following benefits, the value of which may be reviewed every two (2) years at the Annual General Meeting at which a new Executive is to be elected. For greater certainty, the value for each of the benefits listed herein must be set by the Members at the Annual General Meeting at which a new Executive is being elected and the Members' decision on the value of such benefits based on suggestions from the out-going Executive shall bind the new Executive during their tenure.

(b) Subject to any specific requirements attached to each benefit listed herein, and the exception noted for Provisional Membership, on the following occasions the benefits outlined inter alia are available to a Member in Good Standing:

(i) ***Bereavement.*** *The executive of the Association shall determine the general support to be provided to the family of members who are bereaved. Such benefits shall be ratified by the General House at the beginning of each election cycle;*

(ii) ***Birth****. To circulate e-mail and subsequently document the birth date, name of the child in the record book of Nigerian children in Edmonton, which the Executive shall forthwith keep as part of the Association's records;*

(iii) ***Wedding****. If invited, to present to the celebrants a card signed by Members in attendance at any meeting where such card is circulated for signature. For greater certainty, no purse or gift shall be presented by the Association to such celebrant, as such ceremonies are encouraged but not the pivotal focus of the Association;*

(c) Notwithstanding the foregoing, the benefits would be made available to Members in Good Standing who are determined to have satisfied the criteria established for receiving the benefits:

(i) Scholarships;

(ii) Bursaries;

(iii) Subsidized tickets and entry fees for members;

(iv) Attendance to members' only functions;

(v) Subsidized rates for use of the Association's facilities;

(vi) Holding any elective office in the Association including but not limited to Executive and Board positions;

(vii) Serving in any committee of the Association;

(viii) Representing the Association in any manner;

(ix) Letters of reference;

(d) With the exception of Births and Weddings, the award of any of the benefits in this Bylaw shall be approved by Members at a quarterly meeting following the recommendation of the applicable committee established for the purpose of making such a recommendation or, in the absence of any such committee, on the recommendation of the Executive.

(e) Notwithstanding anything to the contrary in this Bylaw, except for benefits relating to Bereavement, Subsidized rates for use of the Association's facilities, Scholarship and Bursaries, a Member or such Member's immediate family shall qualify for any of the other remaining benefits listed in Part II, Sections 3(b) if the said Member is in Good Standing and also attended not less than four (4)meetings of the Association in the past twelve (12) months preceding his nomination for the benefit.

(f) Pursuant to Part II, Section 3(d) hereof, Scholarships and Bursaries shall not be offered to any Member or his ward if such Member has not been a member of the Association for at least a period of not less than one (1) year prior to their nomination for any Scholarship or Bursary benefits and/or the said Member is not in Good Standing.

(g) The benefits of Bereavement and Subsidized rates for any of the Association's facilities shall be extended to a Member immediately upon becoming a member and shall continue thereafter as long as such a Member is in Good Standing as required under this Bylaw.

(h) The benefits of Bereavement, Birth, Wedding and Attendance at members' only function shall be extended to Provisional Members following payment of the Registration Fee by such applicant.

(j) No person shall hold an Executive Office or a Board position in the Association unless such person is a Member of the Association in Good Standing and has:

(i) attended not less than four (4) meetings of the Association in the past 12 calendar months preceding the Annual General Meeting at which such Member is standing for election;

(ii) volunteered with a Committee for at least 5 hours

(iii) volunteered in at least two (2) community events organized by the Association, one of which must be the Heritage Festival or Nigerian Heritage month event; and

(iv) provided a current police report from the City of Edmonton Police prior to his election for such office or position; OR

(v) provided a current national police (RCMP) report obtained within six months prior to applying for executive position in the association.

SECTION 4

Members' Responsibilities:

A Member shall have the following responsibilities:

(a) Payment of Registration Fee: Registration Fee payable at the time of joining, or registering in, the Association;

(b) Prompt payment of the applicable Annual Membership Dues upon joining the Association and no later than the 1st day of April each year thereafter;

(c) Attendance and participation at quarterly general meetings or any extraordinary/emergency meetings of the Association;

(d) Attendance at the Annual General Meeting of Members in the month of April and participation in the voting process, as applicable;

(e) Contribution of at least a minimum of 20 Volunteer hours to the Association in a fiscal year or making a payment of $50.00 in lieu of each volunteer hour missed.

SECTION 5

Withdrawal, Expulsion and Suspension of Members:

(a) A Member may withdraw his Membership in the Association by a written notice to the General Secretary. The General Secretary shall promptly forward such resignation notice to the President for immediate action and all benefits including, without limitation, the receipt of the Association's notices shall forthwith cease or be withdrawn.

(b) In the case of resignation, the resigning Member shall remain liable for the payment of any past dues, pledges, ticket event purchases, assessments or fees and the Executive shall take appropriate steps to recover the same from such resigning Member.

(c) Inactive Membership Status: A Member who is in arrears of the Annual Membership Dues or has failed to redeem any monetary pledges or commitments to the Association for more than one (1) year after becoming due shall revert to inactive status as defined in this Bylaw. All membership benefits and privileges, including voting rights, scholarships and bursaries for him or his ward, as well as the attendance of Members only functions shall cease until all such arrears have been fully paid.

(d) No Member shall be expelled or suspended from the Association without prior notification in writing of the charge or complaint against him and without being given an opportunity to present his own side of the case and be heard by a committee set up

for such purpose at a hearing. At least fourteen (14) days' notice shall be given to the Member by the committee prior to such hearing.

(e) A Member may be expelled or suspended for violating this Bylaw or other policies or guidelines of the Association where the act or omission of such Member causes harm or disrepute to the Association.

Recommendation for an expulsion or suspension of a Member shall be made by a disciplinary committee after a hearing of the act or omission in question. Any appeal of the disciplinary committee's decision shall lie to the Board of Trustees. The Board reserves the right to coopt or delegate any Member(s) of the Association to further hear the appeal and advise it accordingly. The decision of the Board on the appeal shall be final and binding.

(f) A Member or guest shall conduct himself properly and with decorum at meetings or functions of the Association. In the event that any Member or guest behaves unruly or in a manner that is likely to breach public peace or attempts to or for that matter disrupts the Association's event or becomes vulgar, argumentative in a manner suggesting violence or for that matter attempts to or assaults another attendee at such meeting or function, such individual shall be immediately expelled from the venue, even if it requires inviting the law enforcement agents, such as the Edmonton police, to excuse the individual from the event and venue. Such Member or guest shall be responsible and hold the Association harmless for any costs or loses incurred by the Association or its Members as a result of such Member's or guest's disruption or disruptive behaviour including, without limitation, any liabilities, costs, claims arising from such behaviour as well as solicitors and its own legal fees.

(g) For greater certainty, disruptive behaviour that shall necessitate suspension or expulsion from the Association's event, function or meeting and may warrant further disciplinary action include but is not limited to shouting, yelling, seizing or throwing the Canadian or Nigerian flag away, thuggery, mobilization for purposes of disrupting the Association's function, physical threat to any Member or guest at the Association's function, violent conduct of any nature and intimidations at such meetings, events or functions.

(h) A Member aggrieved by any decision of the disciplinary committee on any disciplinary matter shall appeal to the Board through the office of the General Secretary within fourteen (14) days of such decision. Subject to II Section 5(d) hereof, the Board's decision on such appeal shall be final and binding on the aggrieved Member and the Association.

(i) Right to Report Criminal Behaviour to Appropriate Authorities: Any member who commits an offense that violates the Criminal Code of Canada shall be handed over to the appropriate authorities for sanction, and shall be held responsible for any associated costs appertaining thereto.

PART III: MEETINGS

SECTION 1

Annual General Meeting:

(a) The Annual General Meeting ("AGM") of the Association shall be held every year in the month of April.

(b) The Annual General Meeting ("AGM") Shall be called upon not less than twenty-one (21) days written notice to Members. The circular for any AGM shall clearly set forth the agenda for the meeting.

(b) The Annual General Meeting ("AGM") in the month of April which falls in an election year shall be devoted to the election of new Executive officers of the Association in accordance with this Bylaw.

(c) In an election year, the main agenda of the Annual General Meeting shall be the election of a new Executive and Board in the manner provided by this Bylaw. The election shall be conducted by the Electoral Committee pursuant of Part V of this Bylaw.

(d) Members who have met the criteria to stand for election in the Association shall be cleared by the Electoral Committee and shall each present their manifesto to other members at the general meeting in April preceding the Annual General Meeting in April at which Members shall vote their choice to the Executive and Board positions in the manner provided under this Bylaw.

(e) In the event that election is not held in the month of April during an election year as required under this Bylaw and the said election is held for any reason at a subsequent day after the month of April, the tenure of the Executive Officers elected thereof shall be deemed to have commenced in April of the election year if the election is held within six (6) months after the month of April. However, if the election takes place any time after the end of such six (6) months from the first day of April in an election year, the tenure of the elected Executive Officers shall be deemed to commence from April of the following year.

(f) A Member in Good Standing as at the January meeting preceding the Annual General Meeting in April of an election year shall be eligible to vote at the April election or any postponements thereof pursuant to Part III, Section 1(d) of this Bylaw. The Electoral Committee shall work closely with the outgoing Executive to ensure that accreditation of Members for voting at the election is carried out in accordance with this Bylaw.

(g) Non-voting Members or guests in attendance at any Annual General Meeting where an election is being conducted shall be requested to leave the venue of the election during voting and may be invited back after the election is completed and results announced.

(h)In the event that any special activity or function of the Association falls on the same second Sunday as the day for the quarterly general meeting, the quarterly general meeting shall be postponed to the next month following such special activity or function. The decision to defer the quarterly general meeting in such manner shall be approved by a single majority of Members at a general meeting at which the matter was raised. Members shall be promptly notified of the change in the meeting date by a written notice (surface or electronic), word of mouth or phone.

(i) Each Member shall be responsible for providing the General Secretary with his current mailing address (surface and e-mail) for purposes of receiving notices and other correspondence of the Association. The General Secretary shall upon such notification promptly update the Member's records in the register of Members.

(j) Executive and quarterly general meetings of the Association shall be held at such time and place as the Executive may decide.

(k)The President shall call any special general meeting of the Association by not less than twenty-one (21) days written notice to Members. The circular for such special general meeting shall clearly set forth the reason for such special meeting. A special general meeting shall proceed on the appointed day if the quorum requirement for meeting under this Bylaw is met.

(l) The procedures for all meetings of the Association shall be in accordance with the Robert's Rule of Order.

SECTION 2

Other Meetings:

a) The Association's quarterly meeting shall take place in the months of January, April, July, and October of each year;

(b) There shall be other emergency or extraordinary general meetings to be convened by the President with the concurrence of other members of the executive.

SECTION 3

Quorum:

(a) Subject to Part III Section 3(b) of this Bylaw, ten (10) voting Members of the Association in Good Standing (excluding the Executive officers) shall constitute a quorum at any meeting of Members or adjournments thereof.

(b) Three (3) Executive Officers, one of whom shall be the President, General Secretary or their designates from the Executive Committee shall, in addition to the quorum requirement in Part III Section 3(a), constitute a quorum in order for any meeting of Members to proceed to business.

(c) In the event that a quorum is not formed after the expiration of forty- five (45) minutes, the meeting shall stand adjourned to another date, which new meeting date shall neither be less than seven (7) days nor more than thirty-five (35) days from the adjourned meeting date. Any adjourned meeting of Members shall also be subject to the quorum requirement in this Bylaw.

(d) Any further rescheduled meeting shall proceed regardless of the number of members present.

SECTION 4

Adjournment:

(a) Any meeting of the Association may be adjourned at any time, or rescheduled to another time. In the event of a re-schedule, the venue of the meeting shall be promptly confirmed to Members as if it was a new meeting.

(b) To adjourn or re-schedule a meeting, a motion for adjournment or rescheduling shall be moved by a member and supported by another member.

SECTION 5

Voting during Meetings

(a) Subject to the voting requirements in this Bylaw including, without limitation, the qualification to vote at any meeting of Members, each Member in Good Standing with the Association shall be entitled to one vote on any issue. For greater certainty, proxy voting is permitted only for the election of Executive officers or Board of the Association pursuant to Part V, Section 2(b) of this Bylaw.

(b) Unless a vote is demanded, decisions on issues shall be made by consensus. Any decision made by consensus shall be stated and recorded as such in the minutes of meeting.

(c) When a vote is demanded on an issue, a motion shall be required before such a vote is taken, and in that case, the motion shall be duly presented or moved and subsequently seconded before the requested vote is either taken on the issue or postponed to the next meeting of Members, depending on the matter under consideration.

(d) Except on matters where a two-third (2/3) majority vote of Members is required, decisions at meetings shall be carried by a simple majority of the votes of eligible Members in Good Standing.

(e) Except where a ballot is demanded pursuant to this Bylaw or where the majority of members have voted in favour of a ballot on a particular issue or matter, every motion or decision at meetings shall be voted on by a show of hands and a declaration by the chairperson that a resolution has been carried or defeated, along with an entry to that effect in the minutes book.

(f) The President or the chairperson of a meeting shall not vote on any motion or decision except in the case of an equality of votes (tie) at which time the President or the chairperson shall cast the deciding vote and thereupon the motion or decision shall be declared carried or defeated.

(g) Except at an Annual General Meeting during an election year, a Member who is not entitled to vote because he is not in Good Standing may be heard.

(h) A non-member shall neither vote nor be heard at any meeting of the Association except if invited as a guest speaker or presenter at such meeting.

PART IV: EXECUTIVE

SECTION 1

Executive Officers:

(a) The Executive shall be a body elected by the Members at a duly convened Annual General Meeting scheduled for election of officer of the Association pursuant to this Bylaw or at a properly conducted by-election to fill a vacancy.

(b) Each Executive Officer shall carry out the functions of his office in accordance with this Bylaw for the best interest of Members, and shall serve the Association with integrity and in a manner that promotes unity and the objectives of the Association.

(c) The consensus of the Executive obtained through a simple majority of such elected members of the Executive shall constitute the ***"Executive Authority"*** of the Association.

(d) Each Executive Officer shall endeavour to read and understand this Bylaw and any policies or guidelines of the Association. For greater certainty, each officer shall conduct his actions and carry out his official responsibilities in accordance with this Bylaw.

(e) The Executive shall establish and foster with all efforts and endeavours, a strong sense of fellowship, co-operation, unity, recognition and esteem among Members of the Association.

(f) The Executive shall initiate and maintain all necessary insurances, securities, policies, programs or other appropriate investment vehicles that provide adequate protection and coverage for the Association's real property, bank instruments, GICs and other tangible assets. For greater certainty, the Executive shall only initiate and pursue financial investments and projects that have a conservative but yet growth driven objective on behalf of the Association and with Members approval pursuant to this Bylaw.

(g) Whenever the term ***"Executive"***, or ***"Executive Officers"*** are used in these Bylaws, it shall be interpreted as meaning and applying collectively to the following office holders and "Executive Officer" is used for any one of them:

1. *President*
2. *Vice-President*
3. *General Secretary*
4. *Treasurer*
5. *Finance Director*
6. *Socials Director*

7. *Public Relations Officer*

8. *Facility Director*

9. *Grants and Fundraising Director*

10. *Youth Director*

11. *Legal Adviser*

SECTION 2

Election and Removal of an Executive Officer:

a. Each member of the Executive shall be elected to office for two years, and such election, except for an election organized to fill a vacancy on the Executive, shall be held at the Annual General Meeting in an election year in the manner specified under this Bylaw.

b. The Executive shall be dissolved at the Annual General Meeting organized for the election of new Executive Officers in an election year, which for greater certainty shall be the second anniversary of the Annual general meeting held to elect such incumbent Executive.

c. An Executive Officer shall be eligible to stand for a re-election for the same or other office in the Association provided that such Officer meets the eligibility criteria established for such office under this Bylaw. Notwithstanding anything to the contrary herein, an Executive Officer shall not be elected for more than two consecutive terms on the board in any capacity. There should be a 1-term (2year) break before they can come back for re-election.

d. Immediately after an election, the out-going Executive shall hand over all the Association's files, information, properties, assets, records, accounting matters and books to the Board of Trustees no later than 4 weeks (30 days) from the date of the election. For clarity, a checklist of the documents, properties and materials handed over shall be clearly documented, signed by the applicable officers (out-going and incoming), and subsequently filed in the records of the Association.

e. The outgoing President shall stay on in an advisory capacity to the new Executive Officers for two (2) years after their tenure.

f. A Member in Good Standing may move a motion or submit a petition to remove an Executive Officer providing the reasons for such motion or petition to the Board of Trustees. No such motion or petition shall be discussed by the General Meeting unless it is properly supported by another Member in good standing and of which not less than twenty-one (21) days written notice of such a motion shall subsequently be given to Members, and deliberated upon at the next meeting following the notice. For greater certainty, such a motion shall not be discussed at the meeting at which it was first moved but shall stand adjourned to the next meeting followed by a proper written notice in the manner required herein.

g. Notwithstanding anything to the contrary herein, an Executive Officer may be removed from office if he breaches his oath of office or is in any way adjudged to bring the Association to disrepute. Any motion to remove any Executive Officer of the Association under this Part IV Section 2(f) must be recommended by the Board of Trustees and subsequently approved by Members in general meeting following at least twenty-one (21) days written notice at which the motion to remove such Officer was clearly communicated to Members.

h. In either manner of removal of an Executive Officer in this Bylaw, such officer shall stand removed by a majority vote of at least two-thirds (2/3) of Members in attendance at a general meeting at which not less than twenty-one (21) days written notice of such Officer's removal was given to Members either independently or with the usual quarterly meeting circular.

i. An Executive Officer shall also be removed forthwith in accordance with this Bylaw if he breaches Part II, Section 1(l) of the Bylaw regarding conflict of interest and dual office holding.

j. A Member who desires to hold any position in the Association shall comply with the requirements set out in this Bylaw.

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

l. Any member of the Executive shall not miss 3/4 of the general meeting and Executive meeting as at the date of the evaluation of the Executive member's attendance. If this happens, such member will be deemed no longer interested to serve as an Executive officer and thus be removed, with appropriate communication and request to hand over all Associations assets to the BoT.

n. If a member of the Executive knows that they will not be able to participate/fulfill their responsibilities as a result of life circumstances, such Executive can take 3 months leave of absence via a written notice to the President. If after the expiration of the 3 months the Executive is still not capable to continue, they shall resign from the Executive role via a written or verbal notice to the President or be replaced during a General or Special Meeting. The President shall assign any member of the Executive to fill in temporarily for the absent officer till the next general meeting or emergency meeting.

(o) If an Executive Officer has a responsibility to deliver a report in a meeting, notwithstanding their absence, the report must be submitted to the President and General Secretary prior to the meeting. Failure to do this, such action should be brought to the knowledge of the general house.

SECTION 3

Executive Powers:

(a) The Executive shall carry on, conduct and manage the day-to-day affairs of the Association.

(b) The Executive shall, in fairness and without bias, interpret and apply the provisions of this Bylaw and any other guidelines, policies and rules of the Association.

(c) The Executive shall be responsible for the collection and disbursement of the Association's funds in the manner provided under this Bylaw.

(d) The Executive may impose and enforce any penalties provided herein against any Member who violates the Bylaw or other guidelines, policies or rules of the Association.

(e) The Executive shall adjudicate on any disputes arising under this Bylaw or between Members under the direction or chair of the President,

(f) Subject to Parts IX and X of this Bylaw, the Executive shall be the primary custodian of the Association's Real Property and assets.

(g) The Executive shall at all times act in the best interest of the Association.

(h) The Executive shall have the power to set up and assign responsibilities to any committee for purposes of advancing this Bylaw. Each standing or ad hoc committee of the Association established pursuant to this Bylaw shall report to the Executive, and carry out their responsibilities within the mandate establishing them.

SECTION 4

Executive Meetings:

(a) Executive meetings may be held at such times and at such places as deemed necessary by the Executive Officers.

(b) Notices of executive meetings shall be communicated to each member of the Executive not less than three (3) days before the meeting is to take place.

(c) The Executive may hold emergency meetings at any time without formal notice if a quorum is formed and members have a prior knowledge of the meeting.

(d) Five (5) members of the Executive, including the President or Vice- President and the General Secretary or the Assistant General Secretary, shall form a quorum for the transaction of any business at the Executive meeting. In the event that a quorum cannot be met, the Executive meeting shall be adjourned. If an Officer is absent and has not provided sufficient feedback on his matter to the President or Vice President, any item

requiring a vote in such absent Officer's area cannot be voted on but may be deliberated upon by the Executive Officers present at the meeting.

(e) A written resolution signed by all the members of the Executive, shall be valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.

(f) Board decisions shall be by vote with each member casting one vote. In case of a tie, the President shall cast the deciding vote.

SECTION 5 **Roles and Responsibilities of Executive Officers:**

(a) The following sections set out the roles and responsibilities of each elected executive officer of the Association. The Members will, by vote or consensus, determine how many and which of the executive offices will be filled at the outset of each election cycle. The executive committee so elected will lead the Association to the next election.

(b) Where there is a need to increase the number of officers, such need shall be determined by the recommendation of the Executives and approved by a simple majority of Members when the need is determined.

Section 5.1: Duties of the President

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

Accordingly, the President shall perform the following duties:

(a) call and preside at all meetings of Members of the Association and of the Executive, as well as any other activity of the Association other than an activity which requires performance through a committee set up in accordance with this Bylaw;

(b) coordinate, motivate and mediate on any matters arising in the Association or amongst Members;

(c) guide and counsel Members, as needed, in order to assist such Members make a proper decision pursuant to this Bylaw on any Association's matter;

(d) organize and conduct orientation and education of newly elected Executive members to acquaint them with their respective duties and responsibilities, as well as articulate and share with such officers the action points of the current Executive;

(e) general management and supervision of the affairs and operations of the Association.

(f) sign all resolutions, documents and membership certificates, in conjunction with any other Executive Officer nominated as co-signatory for that purpose.

(g) be an ex-officio member of all committees of the Association.

(h) present a written report of the Association's activities at the Annual General Meeting.

(i) maintain a monitoring program to ensure that the Association is always functioning legally within the provisions of its mission, objectives, Bylaw, policies, guidelines and internal rules; and that the Executive and each of the committees are always acting to meet the greater needs of the Members of the Association.

(j) issue and sign reference letters for any Member of the Association in Good Standing pursuant to this Bylaw.

(k) oversee all events relating to Members' benefits, including but not limited to bereavement and celebrations.

(l) shall lead a committee known as the humanitarian committee, which shall be responsible for welcoming new members into the Association.

The said committee shall:

- liaise with the Membership Committee to ensure a coordinated effort and efficiency in the performance of their responsibilities herein; and

attend to bereaved members in prompt manner

Section 5.2: Duties of the Vice President

The Vice-President shall:

a) be the chair of the Heritage Festival Committee and the Nigerian Heritage Month (October) Committee ;

b) give absolute, direct, and constructive support and assistance to the President.

c) fulfil all the duties of the President in the event of his absence or when specifically assigned to do so by the President.

d) fill in for the General Secretary and Assistant General Secretary when both officers are absent.

e) be responsible for the coordination, co-operation and liaison between various program committees and the Executive, and amongst the committees themselves pursuant to their terms of reference.

f) present a quarterly committee updates and reports to the Executive and subsequently to Members at quarterly general meetings.

g) Volunteer Management and Coordination

h)) Carry out a membership volunteer audit every two years, update each member of their volunteer Q, report compliance records to the General House, and enforce compliance in accordance with Part II section 3(h)(ii) and section 4(e) of this Bylaw.

i) Be a principal signatory to the Association's Account and cheques with the General Secretary and Treasurer as additional alternates.

j) Develop and implement strategies to recruit new members and retain existing ones.

k) Promote the benefits of NCAE Membership to the Nigerian and broader Edmonton community.

l) Maintain an accurate and up-to-date database of all memberships, including contact information and membership status.

m) Oversee the collection of membership dues and ensure timely renewals.

n) Provide reminders to members about upcoming renewals and manage follow-ups for outstanding payments

o) Develop and maintain policies and procedures for membership management

p) Ensure compliance with the NACE's ByLaws and relevant regulations concerning membership activities

q) Identify and develop benefits, programs, and services that add value to membership.

r) Collaborate on events and activities for membership appreciation events or awards as appropriate.

SECTION 5.3: Duties of the General Secretary

The General Secretary Shall:

(a) The General Secretary shall take, maintain and keep the minutes of the Association's general and executive meetings, or such other minutes of the meeting involving the Association, as may be directed by the

President, from time to time.

(b) The General Secretary shall keep in proper filing order, either in loose leaf, binder format or electronically, the minutes of meetings of the Association and the Executive, as well as all reports of any committees set up under this Bylaw.

(c) The General Secretary shall be the custodian of all correspondence, notices, written motions and minutes of meeting of the Association, as well as copies of all policies, guidelines, rules, contracts, legal documents, agreements, and shall ensure their safe keeping and custody at all times.

(d) Notwithstanding anything to the contrary herein, the General Secretary shall keep or cause to be kept a binder, book or books wherein shall be properly recorded:

(i) a copy of the Bylaw of the Association, and any resolutions altering or adding thereto;

(ii) copies or originals of all the Association's documents, registers and resolutions as required by the applicable Alberta law;

(iii) a copy of the minutes of all Executive and general meetings including financial statements.

(e) The General Secretary must share the meeting agenda and previous meeting minutes at least 7 days before each meeting.

(f) The General Secretary shall be responsible for all required stationery supplies, the printing and distribution to Members of all rules, policies, guidelines, notices and other materials required for meetings or information of Members

(g) The General Secretary shall maintain the Website of the Association and, in that capacity, review any information or document required to be placed on the Website, and upload, update and edit documents approved for placement on the Website.

(h) The General Secretary may in addition to hard copies, maintain electronic records and filing system provided that such electronic filing system and minutes are password protected, and which password must be known to each of the President, Vice-President and Assistant General Secretary. At the end of each calendar year, the General Secretary shall burn the electronic records and files into a diskette or other recording gadget as a

back-up.

(i) The General Secretary shall administer the official correspondence of the Association under the direction of the Executive.

(j) The General Secretary shall keep accurate electronic and paper records of all Members of the Association, including their addresses and telephone numbers.

(k) The General Secretary shall be responsible for receiving all written notices of motion and shall cause the proper distribution of same to Members as required under this Bylaw.

(l) The General Secretary shall co-sign, as required, all resolutions and correspondence of the Association in conjunction with the President, and shall be an alternate co-signatory to the Association's bank accounts and cheques.

(l) The General Secretary shall be the custodian of the Association's Seal, and the Seal shall not be used for any purpose except for authenticating Association's properly executed documents as evidenced by the signature of the President and the General Secretary, or the President if the documentation requires one signatory.

(m) The General Secretary shall keep any certificates, title documents and other documentation relating to the Association's real property, assets and other property interests of whatever nature.

(o) The General Secretary shall send out notices of meeting and other correspondence on behalf of the Association and/or the Executive as directed, from time to time, by the President

SECTION 5.4: Duties of the Treasurer

The Treasurer shall:

(a) The Treasurer shall keep and maintain full and accurate records of all receipts and disbursements of the Association's monies in proper book(s) of account(s).

(b) The Treasurer shall promptly deposit all monies or other valuable items and materials of the Association in such bank or banks as may from time to time, be designated by the Executive.

(c) The Treasurer shall disburse all monies of the Association pursuant to the written directions of the Executive.

(d) The Treasurer shall, in conjunction with the Financial Director, prepare a written annual financial report for presentation at the Annual General Meeting as well as interim reports when requested for each meeting of the Executive throughout the year. A copy of each financial report shall be submitted to the General Secretary for the

Association's records.

(e) The Treasurer shall collect annual membership dues and receive other financial receivables of the Association in the absence of the Financial Director.

(f) The Treasurer shall be an alternate signatory to the Association's bank accounts and cheques with the president and the General Secretary;

(g) Without any derogation to other sections, the role of the Treasurer shall be guided by Schedule B: NCAE FINANCIAL CONTROLS POLICIES AND PROCEDURES of this Bylaw.

SECTION 5.5: Duties of the Finance Director

The Finance Director shall be responsible for:

(a) Collecting all monies and revenues due and payable to the Association either from Members in form of annual dues or from third parties as donations or bequests.

(b) Maintaining an up-to-date record and register of members financial standing, including but not limited to annual dues paid and/or owing.

(c) Maintaining a comprehensive book and record of all financial transactions of the Association.

(d) Preparing and presenting accurate quarterly reports of members in good financial standing as well as the status of each Member's financial standing for purposes of determining delinquent accounts of members.

(e) Preparing, in conjunction with the Treasurer, the Annual Financial Statements and Reports of the Association in a standard accounting format.

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

(g) Without any derogation to other sections, the role of the Finance Director shall be guided by Schedule B: NCAE FINANCIAL CONTROLS POLICIES AND PROCEDURES of this Bylaw.

SECTION 5.6: Duties of the Public Relations Officer

The Public Relations Officer shall:

(a) be responsible for promoting the Association and the issuing of all press releases, notices and other information to the appropriate media. The Public Relation Officer is responsible all the external communication, ethnic association, and rightsholder engagement.

(b) under the authority of the President, represent the Association at any external function at which the Association has been formally invited or where the Association's presence is required. For each of such function attended, the Communications Director shall provide a formal report to the Executive, and subsequently to Members at the next quarterly general meeting.

(c) present a written report of his prior year activities at the Annual General Meeting including, without limitation, attendance on any functions or events on behalf of the Association.

(d) be responsible for all promotional materials and shall be accountable for such property.

(e) be the liaison between this Association and other organizations in Edmonton or any of the Association's Affiliates.

SECTION 5.7: Duties of the Facilities Director:

The Facilities Director shall:

(a) maintain records of booking of the Association's equipment by members,

(b) Maintain all physical assets of the Association. Ensure that snow removal, cleaning, and grooming of the lawn in the Association's real estate is carried out regularly in accordance with the City of Edmonton Bylaws.

SECTION 5.8: Duties of the Socials Director:

The Socials Director shall:

(a) be responsible for the social programming of the Association and shall advise the Executive or any other committee set-up to arrange social activities or projects on programming and related matters.

(b) organize activities to ensure Nigerian participation at appropriate cultural festivals or exhibitions in Edmonton.

(c) support, consult and in every way possible cooperate with the President, the Executive, the Nigerian Cultural Nite Co-Chairs and any applicable committees to ensure the smooth organization and success of all the Association's activities.

(d) For greater certainty, the Social Affairs Coordinator shall at all times and in all cases advance the best interest of the Association through coordination of the Association's social functions including, without limitation, the Nigerian Cultural Nite, the picnic, educational events, Christmas party, cultural programs and related events.

(e) The Socials Director shall neither compete with other officers or committee chairs nor impede the duties of such persons in the Association but in all things complement and consult with such officers or committee chairs.

Section 5.9: Duties of the Grants and Fundraising Director

The Grants Fundraising Director shall:

(a) coordinate the fundraising activities of the Association.

(b) Identify, research, and pursue potential grant opportunities from government agencies, foundations, and private organizations.

(c) Ensure compliance with grant requirements, including timely reporting and documentation.

(d) Develop and implement a comprehensive fundraising strategy that aligns with the association's mission and goals.

(e) Develop and manage donor recognition programs to acknowledge contributions and foster continued support.

(f) Provide regular financial updates on grants and fundraising activities to the Executive Officers and Members of the NCAE

(g) Develop policies and procedures to ensure effective and ethical grants and fundraising practices.

(h) Build the association's internal capacity to secure and manage grants effectively.

Section 5.10: Duties of the Youth Director

The Youth Director shall:

(a) oversee the Youth Service Committee and present their issues, needs and concerns to the Executives;

(b) coordinate the Association's youth events and programs.

Section 5.11: Duties of the Legal Adviser

a) Legal Adviser: At the beginning of an election cycle, and at the discretion of the General House, a person who is qualified and licensed to practice law in the Province of Alberta may be appointed as the Legal Adviser of the Association. This position may be advertised and applications from at least two candidates may be considered prior to appointing the candidate whose qualifications and experience closely match the requirements of the Association.

(b) The Legal Adviser shall perform mainly advisory roles and shall not be an elected officer of the Association;

(c) Without any derogation to the foregoing, an elected officer of the Association with the appropriate qualifications and experience may act in the capacity of the Legal Adviser, if the General House establishes that such additional capacity will not lead to a conflict of interest for the holder of this position.

(d) The **duties of this office** shall include the following:

(i) ***Role****: Advise the Association, the Executives, the Board of Trustees, and other Officers of the Association on all legal matters referred to him/her in connection with the business of the Association;*

(ii) ***Representation:*** *Appear for and represent the Association or cause another lawyer of reasonable competence to appear for and represent the Association in all adjudication whether administrative or judicial in nature;*

(iii) ***Professionalism:*** *Observe the highest standards of ethical responsibility accustomed to by the members of the legal profession, and shall particularly treat the affairs of the Association with the highest level of confidentiality; and*

(iv) ***Services:*** *In collaboration with the Finance Director, advise the Executives of any*

costs or financial responsibility of the Association (if any) prior to the commencement of any cost-bearing events, such as the Nigerian Cultural Nite, the Heritage Week Festival, etc.

PART V: ELECTORAL PROCESS

SECTION 1

General Requirements

(a) Election of Executive Officers shall be at a General Meeting called for that purpose. Election of new members to the Board of Trustees of the Association shall occur in the year following the election of the Executive Officers, in accordance with this Bylaw.

(b) The incumbent Executive or Board shall stand dissolved either by motion from the General House at a meeting scheduled for the purpose of conducting elections or by the 30th day of April of an election year, whichever occurs earlier, unless the tenure of that Executive or Board is extended for no more than 1 month by a Special Resolution.

SECTION 2

Right to Vote

(a) A Member in Good Standing shall be eligible to stand for election and/or vote at any election organized by the Association or on any motion raised at any Member's meeting.

(b) A Member in Good Standing may vote by Proxy, PROVIDED that the Proxy is delivered to either the Chair of the Electoral Committee or the incumbent Secretary within the time and in the manner provided hereunder and the nominated Proxy is eligible to vote on his own account under this Bylaw.

(c) If required, the Electoral Committee may select scrutineers amongst Members of the Association to assist with the collation and tally of Proxy votes.

SECTION 3

Selection of an Electoral Committee

(a) In the January quarterly general meeting of any election year, three

(3) Members of the Association in Good Standing shall be elected by Members as Electoral Officers with the mandate to organize, conduct and oversee the election of new Executive Officers of the Association. One of the Electoral Officers shall be approved by Members as the Chairperson of the Electoral Committee.

(b) The Electoral Officers shall serve in the Electoral Committee for a period of two (2) years following their appointment.

(c) The term of any Electoral Committee shall terminate following the election of a new Electoral Committee pursuant to Part V Section 3(a) hereof.

(d) During their term, the Electoral Committee shall conduct interim elections, if necessary, to fill any vacancy in the Executive.

(e) The Electoral Committee shall in all cases organize and conduct election to offices through secret ballot following proper and fair verification of Members for purposes of determining eligibility to vote pursuant to this Bylaw.

(f) Election disputes shall be promptly resolved by the Committee of Past Presidents with an input from a nominated Member of the Association knowledgeable in law and dispute resolution. The recommendation of this committee shall be presented to Members for ratification at a quarterly meeting at which the notice of such meeting includes the committee's presentation as a line item in the proposed agenda.

SECTION 4

Election Schedule

(a) In each election year, the notice of meeting for the January general meeting shall clearly notify Members that the general election of the Executive Officers shall take place at the April Annual General Meeting, and that the Electoral Committee shall be elected by Members at the January quarterly general meeting.

(b) The election of the Electoral Committee shall be a separate item in the agenda of the January quarterly meeting of any election year.

(c) The Electoral Officers shall be elected at the January general meeting in an election year.

(d) Nominations of members interested in running for Executive office shall open once the Electoral Committee has been elected. Nomination forms shall be made available to Members not later than a week thereafter.

(e) Members presenting themselves or nominating other members shall include their names on the nomination forms. Each nomination must be seconded by one registered member in order to be eligible for any Executive office.

(f) Nominations for office shall close at 6.00 p.m. on the last Sunday of February.

(g) The Electoral Committee shall list and tabulate all nominations for the executive positions and shall send the list to Members of the Association in Good Standing at least ten (10) days prior to the election.

(h) The Electoral Committee shall prepare a ballot list with the names of all nominees for all positions in an alphabetical order commencing with the office of the President and ending with the Youth Director pursuant to Part IV Section 1(g) (i) to (xiii) of this Bylaw.

(i) The Electoral Committee shall send the ballot to Members of the Association not later than fourteen (14) days prior to the election. The ballot shall also be made available and ready for use on the day of the election.

(j) The election date is set for the month of April in an election year.

(k) There shall be a manifesto day slot during the January general meeting. The Members running or nominated to run for an office shall present themselves to the general meeting indicating the positions they are running for, and provide the reasons and their qualifications to take such responsibility. The candidates for the Executive office or Board positions are encouraged to present sufficient background information about themselves to enable voting Members to make the best judgment regarding their capability for the office or position they seek.

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

(l) A Member in attendance is entitled, within the period permitted, to ask any of the candidates questions regarding their preparedness and qualifications for the office or position, as well what they intend to bring to the office. Such question and answer process shall be carried out in an orderly and respectful manner under the direction of the Electoral Committee.

(m) Nominees vying for the same position shall make presentation in any order established by the Electoral Committee following a toss of a coin or through blind picking of sealed numbers by the candidates.

(n) If there is only one candidate for a position, then such candidate shall be declared elected to the office or position PROVIDED that such person meets the basic qualification requirements and criteria established in this Bylaw for such office.

(o) Registered members who are eligible to vote but are unable to be present on the day of the election must send in their ballots to the Electoral Committee indicating their preference for any of the nominated candidates no later than 11:00 AM on the day scheduled for the election or otherwise vote by Proxy if a duly submitted Proxy was received in the manner provided herein.

(p) Before ballot papers are sent off to eligible Members, the Finance Director/Treasurer shall certify all of the eligible voters.

(q) On the election day, votes of Members in attendance shall be tabulated alongside votes of duly submitted absent ballots and/or Proxies.

(r) Each candidate for an Executive office or Board position shall tender a police clearance obtained in the current year. Failure to provide such clearance to the Electoral Committee before or on the election day shall disqualify such candidate from the election. The Electoral Committee will proceed to elect another person for the position.

(s) The Association shall refund to each candidate the cost of obtaining the police clearance upon tendering the original receipt thereof to the Treasurer and the subsequent approval of the current Executive.

(t) Newly elected Executive Officers and Board of Trustees shall work with the outgoing Executive Officers or Board of Trustees for a minimum of one (1) month to

ensure smooth and adequate hand-over following their election but after taking the Association's Oath of Office. The outgoing officers and/or Board shall work with each newly elected officer and/or Board to ensure timely settlement into their respective positions and a smooth transition.

(u) The Newly elected Executive Officers shall be responsible for the day-to-day running of the Association during the one month transition period.

(v) All outgoing officers must complete a handover of records and materials pertaining to their offices to new officers within twenty-one (21) days of the election of new officers.

PART VI: FINANCES

SECTION 1

Financial and Asset Control

(a) All financial operations of the Association shall be guided by Schedule B: NCAE FINANCIAL CONTROLS POLICIES AND

PROCEDURES of this Bylaw;

(b) All financial documents of the Association, including without limitation, cheques, Promissory Notes, Bills of Exchange shall be co- signed by the President and either the Treasurer or the General Secretary.

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

(d) For the purpose of carrying out its objective, the Association may borrow, raise or secure funds or monies in accordance with the applicable laws and regulations in Alberta, as it deems fit; Provided that no such funds or monies shall be borrowed, raised or secured in any form whatsoever without the prior approval of the simple majority vote of Members at a meeting of which at least twenty-one (21) days written notice thereof was duly given and the issue of such proposed fund raising shall be clearly stated in the notice of meeting.

(e) All property acquired with the funds or monies of the Association shall become the property of the collective membership and shall

accordingly be used only for Member's collective interest and benefit and for the privilege of Members in Good Standing. Any sale, disposal or transfer of any such property shall be carried out in accordance with this Bylaw. Notwithstanding anything to the contrary hereunder, no such sale, disposal or transfer of property will be effective unless upon prior recommendation of the Executive and the subsequent approval by at least a two-third (2/3) majority vote of Members at a general meeting called by not less than twenty-one (21) days written notice thereof.

(f) The Executive may approve disbursements of amounts up to $1000 Canadian funds. Amounts up to $5000 may only be approved by the joint committee of the Executives and the Board of Trustees. Any disbursement in excess of this amount shall be approved by Members at a general or special meeting either as individual item or as part of a large budgetary proposal.

(g) Except to the extent provided hereunder, the Executive and/or any other Member of the Association shall not be paid or otherwise receive any remuneration for services performed for the Association.

(h) Subject to Section 1(g) of this Part VI, a member hired in any professional capacity or employed in any capacity by the Association shall be entitled to payments or salary agreed prior to such engagement and which remuneration have been approved by the Members pursuant to this Bylaw

(i) A Member may, however, be entitled to reimbursement for any reasonable personal expenses incurred in the rendering of service to the

Association or for any approved purchase made for the Association and validated with a receipt; Provided that a prior approval of any such expenditure was obtained from the President or the authorized member of the Executive. For greater certainty, the Association shall not reimburse any expenditure that is not approved in the manner stated herein or which was approved but the original receipt has yet to be submitted in the manner required herein.

SECTION 2

Inspection of Books and Records

(a) A Member in Good Standing shall be entitled to inspect all books and records of the Association, in whatever manner kept, at the Annual General Meeting.

(b) A Member in Good Standing may, upon fourteen (14) days prior written notice to the Executive delivered to the General Secretary, request to inspect the books and records of the Association. The Association shall not be under any obligation to provide copies of such books or records to the requesting Member nor shall such a Member copy such records during the inspection for purposes of the privacy and confidentiality of the confidential and sensitive information of the Association's Members contained therein.

(c) To the extent required to perform their duties under this Bylaw, each member of the Executive shall, at all times, have access to the books and records of the Association.

(d) The books, accounts and records of the Association kept by each of the General Secretary and Treasurer shall be audited at least once every year by the Board and/or by an auditor appointed by the Executive and approved by Members in general meeting. Provided that any auditor engaged to review and audit the financial books of the Association shall be a Canadian qualified auditor or accountant duly licensed to perform such services in Alberta and in good standing with the relevant professional body in Alberta, and shall perform such service in a diligent and professional manner.

(e) The audited financial statement of the Association for the year ended December 31 shall be presented to Members at the April general meeting following such end of year.

PART VII: BOARD OF TRUSTEES (BoT")

SECTION 1

The Board of Trustees

(a) Effective from the Annual General Meeting of April 2017, the Association shall elect three (3) members to the BoT.

(b) The inaugural BoT shall be elected at the Annual General Meeting of the Association to serve for a period of three (3) years, while subsequent Boards will be elected to serve for a period of two (2) years following their election.

(c) Election to the BoT shall take place in the year following the election of Executive Officers of the Association.

(d) Subsequently, and subject to Part VII, Section 1(b) and (e), any BoT elected under this Bylaw shall serve for two (2) years.

(e) In the event of vacancy, due to resignation, illness, death or any other excusable causes, the general meeting shall fill the vacancy by an election duly organized by the Electoral Committee. The replacement Board shall serve out the term of the BoT being replaced.

(f) A Trustee shall not serve for more than two (2) consecutive terms but shall be eligible to serve as a Board in future immediately after the second anniversary following such successful two term tenure as a BoTof the Association.

SECTION 2

Duties of the Board of Trustees

(a) The BoT shall be generally charged with ensuring the integrity of the proceedings of the executive committee. In carrying out this responsibility, the Board may at any time, with two (2) days prior written notice to the President, request and examine any records, accounts, minutes or other documents of the Association.

(b) The BoT *shall be the overseers and patrons of the Association* and in that capacity provide direction to the Executive and Members, as well as ensure the smooth and peaceful operation of the Association.

(c) The BoT may, as they deem fit, attend executive meetings but only in an observer capacity and shall neither possess any voting rights nor participate in decision making at such executive meetings.

(d) The BoT shall be responsible for ensuring that all documents and Association's property is handed over to the new Executives by the out-going Executive within 1 month (30 days) of the election.

(e) Develop, review, and maintain financial policies and procedures to ensure alignment with

legal, regulatory, and ethical standards.

(f) Ensure all financial policies are up-to-date and reflect the association's operational needs and compliance requirements.

(g) Monitor the implementation of financial policies and procedures to ensure compliance across all activities and departments.

(h) Investigate and address any instances of non-compliance, providing recommendations for corrective action where necessary

(i) Ensure internal controls are in place to safeguard the association's financial resources and prevent fraud or mismanagement.

(j) Oversee internal audits or compliance checks to verify adherence to financial policies and procedures.

(k) Ensure compliance with all federal, provincial, and municipal laws governing non-profit organizations, including financial reporting and recordkeeping requirements.

(l) Provide regular compliance updates and reports to the Association.

(m) Monitor and address potential conflicts of interest related to financial decisions or transactions.

(n) Work closely with the Treasurer, Grants and Fundraising Director, and other Executive members to ensure financial transparency and accountability

PART VIII: COMMITTEES

SECTION 1

General House Committee:

(a) The General House may from time to time appoint any committee as it deems fit to carry out duties that shall be stipulated in its terms of reference by the General House. All committee of the Association shall be odd-numbered committees.

(b) At the general meeting at which the general house committee is appointed, one of the members of the committee shall be appointed as its Chair by the General House.

(c) The Executives shall be responsible for ensuring that a General House is provided access to all association resources as may be required by the committee for carrying out its duties.

(d) Each General House committee shall meet at the call of its Chairman, record minutes of its proceedings, distribute such minutes to the members of the committee and furnish reports directly to the general house at the completion of its duties.

(e) A General House committee is authorised, at the completion of its report, to request the Executives to convene a general meeting of the association at which the committee's report shall be presented.

(f) Unless waived by all the members of the committee, not less than two (2) days prior notice of the date, place and time of every committee meeting shall be mailed or delivered to each member of the committee.

(g) Each member of a General House committee including the chair shall have one (1) vote at meetings of the committee but in the case of an equality of votes, the Committee chair shall have a second and deciding vote.

(h) A General House committee shall have power to recommend appropriate sanctions against members that fail to co-operate with the committee in the exercise of its duties.

SECTION 2

The Committee of Past Presidents

There shall be set up a ***"Committee of Past Presidents".*** The chair of this committee shall be elected by the members of this committee, and shall serve as the liaison to the Executive on behalf of the committee. The committee shall meet at least twice every calendar year or as deemed necessary following any request from the Executive, and the incumbent President of the Association. The President or his duly authorized

representative shall be eligible to attend such meetings. For greater certainty, this committee shall not have any executive duties, responsibilities or functions of any kind under this Bylaw, and shall:

(a) perform a strictly advisory role to the Executive as and when requested to do so by the Executive;

(b) assist the Association and the other committees of the Association to maintain and sustain relationships and vital contacts established in the Association;

(c) provide a mediatory role for the Association on such matters as may be referred to it by the Executive; and

(d) assist in fund raising for the Association as may be required, and on each occasion bring their contacts and experience to the planning and execution of such fund raising events.

SECTION 3

The Facility Committee

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

(a) take annual stock of the Association's properties, assets and real properties wherever located;

(b) comply with and follow the policies and guidelines established by the Association, as amended from time to time, for the efficient management, use, financing and overall maintenance of the Association's real properties, tangible and intangible assets and other proprietary interests;

(c) report to and be accountable to the Executive and Members in general meetings, and must obtain the consent and ratification of the Executive for its operations, policies and decisions;

(d) provide regular quarterly reports and accounts to the Executive on any monies realized from renting any real properties or other assets of the Association;

(e) ensure that any lease or rental of the Association's property is properly documented with the terms and conditions of such lease or rental clearly stated in writing; and

(f) not have any authority whatsoever to sell, transfer or dispose any property or asset of the Association without the approval of such intent by the Executive, and which approval shall further be ratified and endorsed by at least two-third (2/3) majority vote of General House at a properly called general meeting in the manner provided in this Bylaw.

SECTION 4

The Heritage Festival Committee

(a) The Association may participate in the City of Edmonton's Heritage Festival Week each year in the month of July or as determined by the organizers of the 3-day event.

(b) The Vice-President shall be the chair of this committee and the General House shall nominate a maximum of eight members to the committee;

(c) The nominees shall be presented to Members at the January general meeting or at a meeting held at least 3 months before the event in July of each year.

(d) Notwithstanding anything to the contrary in this Bylaw, the outgoing Executive shall have no powers to appoint members to this committee in an election year. The responsibility shall be the prerogative of the incoming Executive to make such appointment as quickly as possible and, in any event, not later than one (1) month following their election.

SECTION 5: The Nigerian Heritage Month and Cultural Nite Committee

Section 5.1: Duties of the Nigerian Heritage Month and Cultural Nite Chairperson

(a) The Association may hold a Nigerian Cultural Nite each year in the month of October (Nigerian Heritage Month) to commemorate the Nigerian independence anniversary or at such other day and month closer to October, as the Executive may recommend for approval of Members at a general meeting.

(b) The Executive shall nominate the chair or co-chairs of each year's Nigerian Heritage Month and Cultural Nite and the nominees shall be presented to Members at the next general meeting following such nomination.

(c) Notwithstanding anything to the contrary in this Bylaw, the nomination of the chair or co-chairs of the year's Nigerian Heritage Month and Cultural Nite shall be made by

the Executive not later than the month of April for presentation to Members; PROVIDED that in an election year, the outgoing Executive shall have no powers to appoint the year's Nigerian Heritage Month and Cultural Nite chair or co- chairs. The responsibility shall be the prerogative of the incoming Executive to make such appointment as quickly as possible and, in any event, not later than the April quarterly meeting following their election.

(d) Each year, the Executive shall appoint a chairperson or co- chairpersons for the national day and/or Nigerian Heritage Month and Cultural Nite event pursuant to Part VIII, Section 5 of this Bylaw.

(e) The chairperson or co-chairpersons shall, in conjunction with the Executive, present to Members the overall event plan for the national day and Nigerian Heritage Month and Cultural Nite.

(f) The chairperson or co-chairpersons shall be primarily responsible for raising funds for the Nigerian Cultural Nite event, including recommending to Members the various categories of ticket costs for the event.

(g) The chairperson or co-chairpersons shall have the overall responsibility for the execution of the year's Nigerian Heritage Month and Cultural Nite.

(h) The chairperson or co-chairpersons shall seek and recruit suitable members of the Association as members of the Nigerian Heritage Month and Cultural Nite committee and sub-committees. All members of the Executive shall be members of the Nigerian Heritage Month and Cultural Nite.

(i) The chairperson or co-chairpersons shall preside over all Nigerian Heritage Month and Cultural Nite committee meetings.

(j) The chairperson or co-chairpersons shall keep accurate record of funds realized and expenses made, and promptly provide an accurate account to Members after Nigerian Heritage Month and Cultural Nite event, and in any event not later than two months following the Nigerian Heritage Month and Cultural Nite.

(k) The chairperson or co-chairpersons shall, in the performance of their responsibilities, be accountable to the Executive.

(l) The chairperson or co-chairpersons shall have no authority to commit or engage the Association financially or contractually for any reason whatsoever without the prior consent of the President and the Executive.

(m) The chairperson or co-chairpersons shall not assume or usurp the functions of the Executive nor shall they at any time be construed to replace, duplicate or usurp the duties or functions of any of Executive Officers of the Association.

SECTION 6

Membership Committee:

(a) There shall be a membership committee of the Association. This committee shall comprise of at least 3 and at most 5 members of the Association;

(b) This chairman of this committee shall be the Humanitarian Affairs Director of the Association.

(c) The committee shall have the following responsibilities:

(i) Plan and implement an annual membership campaign;

(ii) Develop and/or revise the Annual Membership Recruitment and Retention Plan of the Association;

(iii) Determine and respond to members' needs;

(iv) Determine and implement methods to recognize and reward members; and

(v) In collaboration with other committees, determine and implement methods to involve members in programs and activities.

SECTION 7

Ad Hoc Committees

Section 7.1: Terms of Reference for Ad Hoc Committees

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

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

(a) The Executive shall nominate/appoint a chair or co-chairs of each ***ad hoc committee*** and the nominees presented to Members at the next general meeting following such nomination.

(b) The chair or co-chair of the committee shall hold such position at the discretion of the Executive.

(c) Nominees to any ***ad hoc committee*** shall be Members in Good Financial Standing at the time of their nomination and who are willing to volunteer their time and services to promote the interest of the Association for the benefit of Members.

(d) Members of ***ad hoc committees*** may be invited to attend meetings of the Executive, but such members are not entitled to receive any written notice of such executive meeting, and shall have no voting rights at such meeting. For greater certainty, the invited committee members shall leave the meeting when requested to do so by the Executive.

(e) The Executive shall disband, or change the members of, any ***ad hoc committee*** if they determine that such committee or its members are unable to fulfill their task, and shall immediately notify Members of such development.

(a) The Executive shall provide each ***ad hoc committee*** with a term of reference and guidelines on their roles, responsibilities and the time within which to complete their project, task or assignment.

(b) Each ***ad hoc committee*** shall comprise of the number of persons the Executive deems necessary to accomplish the task under consideration but to ensure inclusiveness and robust performance, an ad hoc committee shall not comprise of less than two (2) members.

(c) Unless instructed otherwise by the Executive, an ***ad hoc committee*** shall present a written report on all its activities to the Executive and/or Members.

(d) Upon request, the Executive may extend the time within which an ad hoc committee is required to complete and present its report.

PART IX: DISPOSAL, SALE AND TRANSFER OF NCAE REAL PROPERTY

SECTION 1: **Introduction**

(a) This section sets forth general requirements for the disposal, sale or transfer of the Association's real property for any purpose.

(b) If the Association needs to raise money, through mortgage or pledge of its real property, the Executive shall ensure that the best deal possible is negotiated for the Association in good faith and at arm's length.

(c) The Association's real property shall not be used as a collateral or security for the debt of any Member under any circumstances.

SECTION 2: **Conditions for the Disposal, Sale or Transfer of the Association's Real Property**

(a) The Executive shall determine if it is in the best interest of the Association to dispose, sell, charge, and mortgage or pledge any of the Association's real property ***("Real Property").***

(b) The Executive shall thereupon initiate such action through the following steps:

(i) A written motion recommending the disposal, sale, transfer, mortgage or pledge of the Association's Real Property shall be made and signed by any Executive Officer detailing the need, reasons and basis for the motion as well as the benefit to the Association. The motion shall be supported in writing by two Members on the basis of which the General Secretary shall give a notice of not less than two (2) clear months written notice with a reminder notice to Members of not more than fourteen (14) days or less than three (3) days, each setting out the contents of the motion and the date and time of the proposed meeting for its discussion by Members.

(ii) Members shall discuss the motion at the meeting called pursuant to Part IX Section 2(b) (i) in an orderly manner coordinated by the Chair of the Facility Committee.

(iii) After exhaustive discussion of the merits or otherwise of the proposed motion, a vote shall be called and the motion must be approved by at least two third (2/3) majority vote of Members present at such meeting

(c) Notwithstanding anything to the contrary herein, the Executive must seek the written approval of the following for the motion to recommend the sell, mortgage or pledge of the Association's Real Property to become a motion to actually sell, mortgage or pledge for the purpose of raising funds.

(i) At least three (3) Members of the Association's Facility Committee;

(ii) At least three (3) Members of the Committee of Past Presidents; and

(iii) All the current members of the Board of Trustees.

(d) The Executive shall confirm the market value of the Real Property which it seeks to dispose, sale, mortgage, pledge or transfer through two independent appraisers that are not connected with the transaction under consideration.

(e) In the case of a mortgage or pledge for the purpose of raising funds for the Association, the Executive must secure a prior approval of not less than two-third (2/3) majority vote of Members in Good Standing in a ballot cast in a general meeting called by not less than two (2) clear months' notice and a subsequent reminder notice thereof as provided herein for the purpose of entertaining the motion to pursue such transaction on behalf of the Association. The notice shall disclose all the details of the transaction as well as the parties involved.

(f) The Executive shall present a formal motion to actually dispose, mortgage or pledge any of the Association's Real Property with a copy of the recommendation to sell, mortgage or pledge such Real Property signed by all the parties mentioned in Part IX Section 2(c)(i), (ii) and (iii). The motion must be approved by a two-third (2/3) vote of Members in a general meeting called pursuant to this Bylaw for the purpose of entertaining the motion to dispose, mortgage or pledge the Association's Real Property.

(g) The General Secretary must prepare three copies of a document titled ***"Intention to Dispose NCAE Real Property"*** or ***"Intention to Pledge NCAE Real Property"*** stating the property location, description and the following clause:

(i) "This is to certify that an approval for the sale, mortgage or pledge of the Association's property described in this document has been obtained and a resolution has been passed by Members in a properly constituted meeting held on [insert full date here/MM-DD-YY] and all requirements for the sale, mortgage or pledge of the said property has been fulfilled in compliance with Part IX Section 2 of the Association's Bylaw"

(ii) This document must be executed before a notary officer after identification of each responsible persons with two forms of Canadian identities. All the Association's Members involved in compliance with Part IX Section 2(c) and Section 2(g)(ii) of this Bylaw must sign this document in the following order stating name, position held in the Association and their respective addresses:

(A) Executives Members' signature;

(B) NCAE Facility Committee Chair's signature;

(C) Board Member's signature; and

(D) Committee of Past Presidents' signature.

(h) Copies of the transaction document(s) must accompany the disposal, sale, mortgage, transfer or pledge thereof, a copy kept by General Secretary of the Association and the third copy kept by the Association's lawyer.

(i) In the event that the Association does not owe any monies on any of its Real Property, the Executive may initiate and have registered in the Association's favor a

caveat to further signify the Association's interest in such Real Property should someone decide to use the property as security for a private debt or otherwise dispose of the Property without the knowledge of the Association.

SECTION 3: **Manner of Sale of the Association's Property**

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

(i) Trade-in for new real estate property with higher and better value;

(ii) Sale through Canadian Multiple Listing System (MLS) with the clause "Subject to Part IX of the Association's Bylaw" in the listing;

(iii) In the case of a mortgage or pledge, the details of the transaction must be made known to Members and the motion of Members authorizing same approved in the manner provided under this Bylaw following a proper notice to that effect to Members.

SECTION 4: **Processing of Proceeds from Sales**

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

SECTION 5: **Limitation of Sales to Certain Members, their Near relatives or Agents**

(a) No one elected as officer of the Association, agent, a near relative of such officer, may act as a realtor, lawyer, notary public, and broker or property appraisal for the purpose of disposal, mortgage or pledge of the Association's Real Property.

(b) Near relative is defined as husband, wife, mother, father, daughter, son, sister, brother, and step-relatives and in-laws in the same relationships.

(c) Exceptions to Part IX, Section 5(b) must be approved by simple majority of Members at a general meeting and the beneficiary or beneficiaries of such exception must be disclosed to Members. The beneficiary or beneficiaries shall recluse himself/themselves from the deliberations connected with such transaction and shall not vote on the matter.

PART X: DISPOSAL OF NCAE'S NON-REAL PROPERTY EQUIPMENT(S)

SECTION 1: **Introduction**

(a) This section sets forth general requirements for the disposal of any NCAE owned equipment or materials. For greater certainty, the manner of disposal and transfer of the Association's equipment or materials in this Part X shall not apply to the sale, disposal, transfer, mortgage or pledge of the Association's Real Property provided in Part IX.

(b) Any NCAE equipment or materials earmarked for disposal or transfer must be duly owned by the Association with title vested in the Association, and the Executive shall have the responsibility of verifying that the terms of donation of such equipment or material does not prohibit such outright disposal or transfer.

SECTION 2: **Determination of Excess Equipment or Materials**

(a) The Executive shall determine whether an item has no further value to NCAE through the following steps and the said equipment can be disposed of as excess equipment or materials.
(b) A motion to determine an equipment or material as excess must be presented by any member of the Executive in an executive meeting.
(c) A simple majority of the Executive is required to approve this motion.
(d) The Executive shall recommend for the approval of Members any Executive determination that any equipment or materials of the Association be disposed.
(e) The Members shall, in a properly constituted general meeting, approve, modify or reject such recommendation by a simple majority vote.
(f) Recommendation to donate such equipment or materials to another organization shall be approved by at least two third (2/3) majority votes of Members at a general meeting duly called and constituted.

SECTION 3: **Manner of Disposal**

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

(b) Trade-in on new equipment with higher value;

(c) Public sale to the highest bidder;

(d) Sale on a "first come, first served" basis if a fair market value has been established by the Executive and the availability and the price of the items(s) are made known to Members through a circular titled "Disposal of the Association's Equipment or Materials";

(e) Private sale to an individual when the cost and effort involved in arranging for a sale by any of the methods in subsections (b), (c) or (d) hereof would be disproportionate to the return expected, and the Executive has determined that the sale price is reasonable.

(f) Donation of excess material to an organization outside NCAE if the market value of the excess material is below the costs required for handling, record keeping, storage, and other costs associated with trade or sale; and prior approval of a two-third (2/3) majority vote of Members at a general meeting has been secured.

(g) A transfer form for the equipment or material must be filled by the General Secretary and must include the following:

(I) Name of the item(s), NCAE number, descriptions and current state, original costs,

(II) Attach copy of the Member's resolution approving the disposal, sale or transfer of the equipment or material.

(h) The disposal or donation form must be signed by the President, Treasurer and General Secretary.

SECTION 4: **Processing of Proceeds from Sale**

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

SECTION 5: **Limitation of Sale to Certain Members and their Near relatives**

(a) No one elected as Officer of the Association or a near relative of such Officer, shall purchase excess material directly or indirectly from the Association or otherwise benefit in any form whatsoever from the disposal of such equipment or material.

(b) Near relative is defined as husband, wife, mother, father, daughter, son, sister, brother, and step-relatives and in-laws in the same relationships.

(c) Exceptions to these provisions must be approved by simple majority of Members at a general meeting and the beneficiary or beneficiaries of such exception must be disclosed to Members. The beneficiary or beneficiaries shall recluse himself/themselves from the deliberations connected with such transaction and shall not vote on the matter.

SECTION 6: **Responsibilities**

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

PART XI: AMENDMENT OF NCAE BYLAW AND DISSOLUTION OF THE ASSOCIATION

SECTION 1: **Amendments**

(a) This Bylaw shall not be suspended, altered or added to except by a Special Resolution of Members passed at a duly convened general meeting.

(b) Special Resolution shall mean a majority of not less than three- quarters of such Members entitled to vote as are present in person at a duly-called general meeting in which a quorum is formed and of which twenty-one (21) days written notice specifying the intention to propose such a Special Resolution has been given to Members in the manner provided herein.

SECTION 2: **Dissolution**

In the event of dissolution or liquidation of the Association:

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

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

PART XII: SEAL OF THE ASSOCIATION & DECLARATION

SECTION 1: **The Seal**

The seal of the Association shall be under the control of the Board and shall be preserved by the General Secretary, who, together with the President shall execute and affix the seal of the Association on all contracts or other documents of the Association required to be executed under the seal of the Association.

SECTION 2 **Declaration**

WE THE UNDERSIGNED, HEREBY DECLARE THAT WE DESIRE TO AMEND OUR OBJECTIVES UNDER THE SOCIETIES ACT AND THAT THE MISSION OF OUR ASSOCIATION IS TO PROVIDE ITS MEMBERS AND OTHER GROUPS OR PEOPLE WITH AN ORGANIZATIONAL BASE WHICH WILL ALLOW THEM TO EXPRESS THEIR VARYING NEEDS AND SPECIAL INTERESTS IN SUCH A WAY THAT THE MEMBERS MAY COLLECTIVELY ESTABLISH COMMON GOALS FOR THE ONGOING OPERATIONS OF THEIR ASSOCIATION. FURTHERMORE, THE ASSOCIATION SHALL PROVIDE FOR WHATEVER LAWFUL PROCEDURES MAY BE REQUIRED TO FULFILL THE GOALS OF THE ASSOCIATION FOR THE PURPOSE OF MAINTAINING A VIABLE AND UNITED COMMUNITY.

APPROVED BY MEMBERS AT A DULY CONVENED GENERAL MEETING HELD AT {Insert details here}

President
FUNKE OLOKUDE

MOYOSORE FAGBEMIGUN
General Secretary

CHAIR, NCAE BY-LAW COMMITTEE
TOPE AKINJELE

SCHEDULE "A":

THE ASSOCIATION'S OATH OF OFFICE

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

SCHEDULE "B"

NCAE FINANCIAL CONTROLS POLICIES AND PROCEDURES

PURPOSE

The Nigerian Canadian Association, Edmonton (NCAE) is a not-for-profit association committed to protecting and using its assets for its not-for-profit mission. Proper financial practices are very important in doing this, since proper practices help to prevent and detect errors and fraud. Good financial practices also assure our donors that we use their gifts for the purposes for which they were intended.

I. GENERAL PRACTICES

Review of Risks. These policies were drafted after consideration of the risks associated with the various aspects of our financial operations to enact policies and procedures designed to minimize those risks. The Executives will review these policies each year to consider whether the risks have changed. Such changes may include receipt of grant monies for the first time or receipt of grants with restrictions, a change in the laws regulating our not-for-profit or a major change in our programs. If so, the Executives need to identify any new risks and adopt appropriate procedures to minimize those risks. The Executives shall consult with a professional if necessary to ensure that it is properly addressing the risks.

Segregation of Roles. There are several fiscal "roles" in our Association —custody, authorization, execution, and monitoring. For example, the person who has authority to sign cheques is acting in the custodial role. The person who approves payment of a bill is authorizing. The Executives as a whole acts in an authorizing role when it approves the annual budget or makes a decision to purchase a major item like a copier. The person who prepares the cheques for signature by an authorized cheque signer is acting in the execution role, executing an action that has been authorized by the Executives through the annual budget or by the individual responsible for approving payment of the bill. The person who reconciles the bank statement acts in the monitoring role. The Executives also acts in a monitoring role when it reviews the quarterly financial reports to be sure that its plan—the budget—is being executed properly.

As much as possible, the Executives seek to separate the responsibilities for fiscal roles so that at least two and preferably more individuals fulfill these roles. It is particularly important that the same person does not authorize, execute and monitor any transaction. At each step of handling funds, the Association shall ensure that more than one person verifies that the step is done correctly.

II. RECEIPT OF FUNDS

RISKS

The Association faces the risk that funds it receives may be stolen or lost or that someone may be falsely accused of stealing funds. It also faces the risk that it may fail to record a restriction that a donor has placed on its use of funds.

POLICY

All funds, whether cash or cheque, which the Association receives will be deposited intact into the bank account, with no monies removed to make payments or for other purposes. All cash receipts should be deposited into the bank as soon as possible. This allows for a complete accounting and independent verification of what happens to our funds. Communications from donors that establish restrictions on the use of their contributions will be saved. If it is believed that a donor has restricted the use of funds in a conversation, it will be followed up and a written confirmation of the donor's intent would be obtained.

PROCEDURES

1. ***Receipt of Cheques in the Office.*** The Finance Director shall open all mails addressed to the Association. The Finance Director will make a photocopy of all cheques received and provide the photocopies to the Treasurer. This allows the Treasurer to verify that all cheque received are deposited.

The Finance Director will endorse all cheques by an endorsement stamp that provides that the cheque is "For Deposit Only" and will be paid to the order of the corporate bank and lists the Association's name and account number. This lessens the risk that a cheque may be stolen and cashed.

2. ***Receipt of Cash in the Office***. Cash is easily stolen and must be handled carefully. If cash comes into the office, the person accepting the cash must provide a written receipt when taking the cash:

• The receipt should state the person's name, the date, the amount of the cash and the purpose of the payment.

• Use a pre-numbered receipt book with an automatic duplicate copy with the Association's name printed on it.

• No pages may be removed from the receipt book.

• The person with access to the receipt book shall keep it in a locked drawer and shall lock cash in a secured location until the Finance Director can retrieve it.

• If possible, when the Finance Director opens the location with the cash, one other person will accompany the Finance Director so that they can count the cash together.

The Finance Director or the Finance Director's designee shall train all office volunteers in these procedures.

The Treasurer will compare the receipt book and the bank's list of cash deposits when making the Bank Reconciliation described below.

3. ***Deposit Slips.*** The Finance Director will deposit corporate funds as follows:

• Prepare a deposit slip in duplicate.

• Photocopy the cheques and staple the photocopies to the copy of the deposit ticket that we keep.

• If cash will be included in the deposit, the Finance Director will attach a list to the duplicate deposit ticket which includes the sources of the cash and the receipt #s in the duplicate receipt book for each source of cash.

• File this documentation chronologically in a locked cabinet to prevent theft.

The Treasurer will consult the deposit ticket and attached photocopies when making the Bank Reconciliation described below.

4. ***Bank Deposit***. If no cash is present, the deposit may be mailed to the bank. If cash is present, a second person (if available) shall verify deposited funds prior to the Finance Director sealing the envelope and making the deposit in person. The person verifying the cash shall initial the cash on the copy of the deposit slip retained by the Association.

5. ***Receipt of Cheques and Cash Outside the Office.*** If cheques and/or cash come in outside the office (such as at a fundraising event), we need to take special precautions to protect these receipts from theft and to ensure that no one is falsely accused of stealing funds.

• Two people need to prepare the deposit slip for the funds in duplicate.

• Both must count the cash and initial the cash count on the copy of the duplicate deposit slip kept by the Association.

• If the individuals accepting the contributions at the event know the names of the individuals making gifts in cash, they will provide a receipt using the pre-numbered receipt book. If the funds are received through a "pass the hat" style collection in which it is not possible to know who gave what amount, the individuals accepting the contributions will note that no receipts were provided to donors on the duplicate deposit slip.

• It is not necessary to write out a receipt for contributions made by cheque unless the donor requests a receipt. However, the individuals accepting the contributions should make a list of all cheques received at the event, including the name of the donor and the amount of the contribution. They will compare this list to the deposit to be sure all cheques have been included in the deposit.

• If no cash is received at the event, the individuals accepting the contributions by cheque will give the Finance Director the list and the cheques within 24 hours of the event.

• If there is cash in the deposit, one of the two individuals accepting contributions must deposit the funds immediately. If cheques will be deposited with the cash, the individuals accepting the cheques should be sure that the list of cheques they prepare includes the donor's address as well as name.

• The duplicate receipt book and the list of cheques received shall be given to the Finance Director who will send acknowledgement letters.

The Finance Director or the Finance Director's designee shall train all volunteers in these procedures.

6. ***Credit Card Contributions.*** The Association does not accept contributions by credit card. If it decides to do this, accounting advice is required to make sure that proper controls are in place.

7. ***Acknowledging Donations.*** While CRA rules require that we acknowledge all donations that are more than $75, our policy is to provide written acknowledgement for every gift we receive. The Finance Director shall respond to each donation with a letter thanking the donor for their generosity:

• If the gift was cash (which includes a cheque), the letter should include the amount of the gift and state that the gift was cash.

• If the gift was donated property of some kind, the Finance Director's letter does not need to and should not value the property. If the donor did receive something of value in return, the Finance Director's letter must contain a description of the donation and a good faith estimate of the value of what we gave back to the donor.

• The letter should include the statement: "Thank you for your contribution of $, received on , 20 . [PICK ONE: "No goods or services were provided in exchange for your contribution" or "In exchange for your contribution, we gave you whose fair market value was $."]

In addition to thanking our donors and providing documentation the donor needs to deduct the contribution; the acknowledgment letter may alert donors whose amount is misstated to contact us to correct the error. Additionally, our records of the letters we send will help us keep an up-to-date record of how to contact all our donors.

8. ***Posting Donor Names on Website.*** The Finance Director shall post the names of all donors (except those requesting anonymity) on our website. The website will indicate that we hope to acknowledge every donor. It will invite donors who are not listed to contact the Treasurer. In addition to publicly thanking all our donors, a donor whose cheque or cash was misreported, lost or stolen may alert the Association to the problem.

III. DISBURSEMENT OF FUNDS/USE OF ASSOCIATION'S PROPERTY

A. PAYMENTS BY CHEQUE RISKS

NCAE faces the risks that its funds may be spent on unauthorized items, that an individual(s) will steal its funds by taking blank cheques or by writing cheques to payees who are not its vendors, that an individual(s) will use corporate property for personal purposes or that payments made will be improperly recorded.

POLICY

Make all disbursements from the Association's funds by cheque, with the exception of petty cash. This allows the Association to track how its funds are spent, who is spending them and who is authorizing expenditures.

PROCEDURES

1. ***Opening Bank Accounts.*** Bank accounts may be opened only upon authorization by a simple majority of the General House.

• This Bylaw provides that the President and any one of the General Secretary or the Treasurer shall be the authorized signatories on the Association's bank accounts. Where necessary and required by the Membership, the three officers may be required to authorize withdrawals from the account.

• If possible, the Finance Director should not be a cheque signer because of his/her role in the custody and preparation of the cheques.

2. ***Custody of Cheques***. The Finance Director is the only person authorized to have access to unused cheque stock. The cheques should be stored in a locked location and information about how to access them should be kept confidential from everyone but the President.

3. ***Cheque Authorization***. All invoices will be forwarded immediately to the Treasurer for review and authorization to pay.

• The Treasurer will review all invoices for mathematical accuracy, agreement with a written invoice, conformity to budget or Executives authorization and compliance with grant fund requirements.

• The Treasurer will ensure that all conditions and specifications on a contract or order have been satisfactorily fulfilled, including inventorying items received against packing slip counts.

• The Treasurer will code the invoice with the appropriate expense or chart of accounts line time number and other information as needed for accounting purposes.

• By approving an invoice, the Treasurer indicates that he/she has reviewed the invoice and authorizes a cheque.

• The Treasurer is responsible for timely follow-up on discrepancies and payment.

The Treasurer will send approved invoices to the Finance Director to authorize payment.

4. ***Expenses Not Invoiced***. In some cases, expenses may not be invoiced, such as rent. When such expenses are due, the Treasurer will need to ensure that the expense is in the budget and write a note authorizing payment of the expense and the amount of the expense and supply it to the Finance Director.

5. ***Payment by Cheques.*** Upon approval of the invoice and note by the Treasurer, the Finance Director is authorized to prepare all cheques and should do so.

• If a cheque is voided, the cheque will have "VOID" written in large letters in ink across its face and have the signature portion of the cheque torn out. Voided cheques shall be kept on file.

• In the event that it is necessary to issue a duplicate cheque for cheques in an amount over $50, the Finance Director will order a stop payment at the bank on the original cheque.

6. ***Duties of Cheque Signatories.*** All cheques will be signed by the signatories designated by the Executives. Prior to signing a cheque, a cheque signer will do the following:

• Compare the cheque to the original invoice or the Treasurer's note to pay the expense.

• Compare the amount on the cheque to the amount on the invoice or note.

• Be sure that the Treasurer has initialed the invoice. This is to protect against the risk that you are paying based on a copy of the bill that has already been paid.

• Check the date on the invoice or the Treasurer's note against the date of signing the cheque. If the difference is more than 60 days, get written approval from the Treasurer before signing the cheque. This is to mitigate the risk that the Association is paying the same expense twice.

• Check to be sure that the amount of the cheque is not clearly unreasonable. For example, a $30,000 monthly payment for bookkeeping services would be unreasonable for most small not-for-profit s.

7. ***Prohibited Practices***. In no event will:

• Invoices be paid unless approved by the President;

• Blank cheques be signed in advance;

• Cheques be made out to "cash," "bearer," etc.

Each cheque signer will be made aware that signing blank cheques exposes our Association to theft since the bank is entitled to charge our account for any cheque that has a valid signature. A signed blank cheque is an invitation to theft.

8. ***On-line Payments.*** Where online payments are made, arrangements will with the bank that allows the Treasurer to have online, read-only access to the account. Arrangements will also be made with the bank to ensure that only the individuals the Executives has authorized as cheque signatories will be permitted to authorize the payment of bills electronically. In addition to the quarterly reconciliation, the:

Treasurer will periodically spot-check the account to compare the bank automatic payments with the vendor statements.

B. PETTY CASH FUNDS RISKS

Payments by cash are not as completely documented and are not as easily monitored as payments by cheque and thus subject the Association to greater likelihood of errors and fraud.

POLICY

The Petty Cash Fund should only be used when payment by cheque is impracticable.

PROCEDURES

Administration of Petty Cash Fund. The Finance Director is responsible for the administration of the Petty Cash Fund. The Fund shall be funded with cheques made out to "Petty Cash—name of Finance Director" and initially recorded in the Petty Cash Fund account. The Finance Director will require receipts for all purchases and may ask those reimbursed to sign for money the Finance Director provides as reimbursement.

The Finance Director will record all cash purchases in a journal and save the receipts. When the fund gets low, the Finance Director will apply to the Treasurer for authorization to reimburse the fund for the total amount expended. The cheque written to reimburse the Petty Cash Fund will be recorded in the appropriate expense accounts for the items that were purchased with Petty Cash, so that these expenditures made through the Petty Cash fund are properly classified by type – for example, postage, parking fees, etc.

C. EXPENSE REIMBURSEMENT RISK

The Association does not have the same level of control over expenses incurred on behalf of the Association by those who pay with personal funds and seek reimbursement as it does for expenses paid directly by the Association. The Association is not in as good a position to determine whether the good or service purchased might have been obtained at a lower price elsewhere, whether there is a personal benefit to the person seeking reimbursement and how the expenditure fits in with the rest of the Association's budget.

POLICY

In proper circumstances, Executive Officers and volunteers are entitled to be reimbursed for expenses related to the Association that they incurred on behalf of the Association. To receive reimbursement, the following requirements must be met:

- ***The expense must have been authorized in advance by the Executives or by the Finance Director or later approved by the Executives or the Finance Director.***

- ***The expense must have been incurred for goods or services purchased for the Association.***

- ***If the expense is for travel, the travel must be for work related to the Association. The Association will reimburse no more than the standard mileage rate for business use of a car as established by the Canada Revenue Agency (CRA). The Association will reimburse meal expenses incurred in direct connection with the Association's business, or at the per diem rate established by the CRA.***

PROCEDURES

To be reimbursed for expenses:

1. ***Documentation***. Claimants must provide reasonable documentation showing the date, amount and what the expense was for. Credit card receipts and store receipts that do not describe the purchase are not reasonable documentation. The receipt submitted must describe the purchase.

2. **Other Reimbursement.** The voucher must reflect reimbursement from sources other than NCAE's.

3. Timely Submission. Claimants must submit their documentation(s) with a request for payment within 60 days from the date the expense was incurred.

4. Overpayment. If overpaid, any excess reimbursement must be returned within 14 days or a reasonable period of time specified by the Executives.

D. **PURCHASING RISK**

This item is intended to ensure that all purchases on behalf of the Association / corporation are authorized by the Executives in accordance with the Bylaw. Unauthorized purchases deplete the Association's resources and interfere with the Executives' ability to govern properly.

POLICY

All purchases made on behalf of the Association must be made pursuant to the approved budget and comply with relevant sections of this Bylaw.

PROCEDURES

The Treasurer can authorize purchases of $500 or less provided such purchases conform to the Executives' approved budget and has been approved by the general house or the Executives for purchase.

The Executives must approve purchases above that amount. The Executives must not authorize any purchase which does not conform to its budget.

E. **USE OF ASSOCIATION'S PROPERTY RISKS**

The Association faces a risk that individuals will use Association's property without authorization for personal purposes. Usage reduces the life of property and eventually is an expense that the Association assumes. It also betrays the trust of its donors who expect that the Association will use its resources only for purposes that help us achieve its mission.

POLICY

Property and equipment owned by the Association may only be used for Association's activities or activities approved by the Association. They may not be used for personal purposes.

PROCEDURES

If an Executive officer or volunteer wants to use corporate property or equipment for any purpose other than a corporate purpose, that individual must obtain permission from the Executives.

IV. CREATION OF CORPORATE OBLIGATIONS

RISKS

The Association needs to ensure that any obligation undertaken in its corporate name is authorized by the Association and is for a corporate and not a personal purpose.

A. CREDIT AND DEBIT CARDS RISKS

Corporate credit or debit cards can be misused when people charge personal expenses on them fail to obtain documentation showing that a purchase was for the Association or put expenses on the corporate card for purchases that are embarrassing to the Association.

POLICY

The Association will not authorize the use of debit cards for any purposes. The Executives will determine whether there is a compelling need for the Association to obtain one or more credit cards. If the:

• Executives determine that credit cards are needed; the Executives will authorize specific individuals to utilize a corporate credit card. A corporate cardholder may use the credit card only for official purposes directly related to the needs of the Association. The cardholder may not use a corporate credit card for personal purposes, even if he or she plans to reimburse the Association.

The following purchases shall not be allowed on the corporate credit card:

- **Personal purchases**
- **Cash advances or loans**
- **Payroll advances**
- **Purchased for other Associations**
- **Alcohol**
- **Personal entertainment**
- **Fuel for personal vehicles**
- **Purchases from a business owned or operated by individuals unless pre-approved by the Executives**
- **Any item inconsistent with the mission and values of the Association.**

An individual purchase shall not exceed $500. Aggregate monthly purchases shall not exceed $1000 unless authorized by joint committee of Executives and Board of Trustees (up to $5000) or the General House for disbursements greater than $5000.

PROCEDURES

In order to use the card, the cardholder must follow these procedures:

1. ***Cardholder Agreement.*** Upon issuing a corporate card to a cardholder, the cardholder must sign a statement that the cardholder has read and understands this Credit Card policy and will reimburse the Association for any personal charges on the card.

2. ***Advance Approval.*** The Executives must give advance written approval to make a purchase whenever practical. The cardholder's purchase request should describe the purchase and cost.

3. ***Original Receipts.*** The cardholder must keep the original receipt that describes each purchase made on the card. The credit card receipt is not sufficient.

4. ***Notification of use of the credit card***: The cardholder will email the Treasurer after each use of the corporate credit card noting the date, vendor, and amount of each charge made. This is will allow the Treasurer to be aware of the cash that will be required to pay the credit card bill and alert the Treasurer to potential unnecessary use of the credit card.

5. ***Expense Form.*** Within 5 days after the end of the billing cycle, the cardholder must prepare and sign an expense detail form and attach original receipts and a copy of the purchase request. In the case of meals, the statement must include the names of all persons at the meal and a brief description of the business purpose, in accordance with CRA regulations.

6. ***Approval by the President.*** The cardholder must give the expense detail form to the Treasurer, who will recommend the expense to the President for approval. The Treasurer shall review each purchase to ensure that it was reasonable, necessary and the best value for the Association. The Treasurer will reconcile the expense detail form to the credit card billing statement and follow up on any inconsistencies.

7. Notification of Loss/Theft. The cardholder must notify the bank and the Association immediately in the event that the card is lost or stolen.

V. BANK RECONCILIATION AND ON-LINE MONITORING

RISKS

Even the most honest and attentive individual makes mistakes. Monitoring allows us to uncover errors. If our records and the bank records do not agree, it is likely that our records are wrong.

Monitoring also assists the Association in identifying discrepancies between accounting records and banking records that suggest theft or fraud, cheques signed by unauthorized signatories, and identity theft.

POLICY

The Treasurer will monitor the Association's accounts regularly and will prepare a written reconciliation of all bank or investment accounts which proves that the balances presented on the Association's financial reports agree with the records of the financial institution.

PROCEDURES

1. ***Records to Treasurer.*** The Finance Director shall provide the Treasurer with a copy of all records of deposits, disbursements (cheques written), and other bank transactions and of our accounting records for review.

2. ***Bank Statement.*** The Association will direct the bank to send the bank statements to the Treasurer.

3. ***Reconciliation.*** The Treasurer will reconcile the bank statement monthly or quarterly. The reconciliation should be done within 7 days of receiving the statement, as follows:

- *Check all cheques for correct signatures and number of signatures and protest to the bank any incorrect signatures.*
- *Review the cheques in the bank records to ensure that:*
- *the name of the payee, the amount of the cheque and the date of the cheque agree with*
- *the Association's accounting records;*
- *whoever the cheque was made out to was the depositor of the cheque; and*
- *each cheque has a valid signature.*
- *Compare the bank deposit records with the Association's accounting records to determine whether each deposit recorded in the accounting records agrees with the bank record.*
- *Check the cash entries in the receipt book against the bank record of deposits to ensure that all cash was deposited.*
- *Check whether the ending balance in the general ledger cash account agrees with the bank statement, after making the adjustments on the bank reconciliation form.*
- *List all outstanding cheques. On all cheques outstanding over 90 days, take appropriate action.*
- *List all deposits in accounting records not yet recorded by the bank.*
- *If the reconciliation is done electronically, the Treasurer must check off on a form to be given to the Executives that he or she performed the review above.*

4. ***On-Line Banking.*** Both the Finance Director and Treasurer should have on-line, read-only access to the bank account. The Finance Director should use the on-line access to check his/her work. The Finance Director should review the account on-line on a weekly basis to check for identity theft that is diverting corporate funds. The Treasurer can reconcile the bank statements and spot-check the on-line payments as described above.

5. ***Return of Cancelled Cheques by the Bank.*** The Executives will determine whether it is necessary to direct the bank to return the cancelled cheques with the bank statement. If the Executives determine that it will not require return of the cancelled cheques, it will establish procedures to ensure retention of the electronic images of the cheques for at least 3 years.

SCHEDULE "C"

"LETTER OF INTENT" FOR MEMBERSHIP OF THE NIGERIAN CANADIAN ASSOCIATION, EDMONTON (NCAE)

TO: THE BOARD OF TRUSTEE & CHAIRMAN MEMBERSHIP COMMITTEE

LETTER OF INTENT

I, ... of the City of hereby apply to be considered for membership of the Nigerian-Canadian Association of Edmonton effective from

....

A. My Particulars and Contact Information are as follows:

Name.....

Address:.....

Phone:..... Email:.....

Occupation:.....

Day & Month of Birth (Optional) (For Birthday Felicitation Purpose Only)

B. Have you ever been a member of this Association in the past: .....

C. Have you ever been a member of any Nigerian Association elsewhere: .....

If the answer to C above is yes, where?.....

D. Are you involved in other Associations in the City or elsewhere?

If the answer to D above is yes, where?

E. Briefly describe your proposed areas of contribution to the Association, if you were to be considered for membership:

F.

_____

SIGNATURE DATE

OFFICIAL COMMENT

Membership Consideration Approved.....
Membership Consideration Declined (please provide reason).....
Member Consideration suspended to be decided later (state duration).....

SCHEDULE "D"

MEMBERSHIP PLEDGE OF THE NIGERIAN CANADIAN ASSOCIATION, EDMONTON (NCAE)

MEMBERSHIP PLEDGE

I ..... having reviewed the Bylaw of the Association and having been found worthy to be considered for membership of the Nigerian-Canadian Association of Edmonton hereby pledge to do my best to contribute positively to the growth and development of the Association and to avoid engaging in any act or omission that may bring the name of the Association into disrepute.

So help me God/Allah

or

I so affirm

_____ _____

Signature Date

SCHEDULE "E"

GENERAL HOUSE RULES FOR NCAE ASSEMBLY – *adapted from the* ROBERT'S RULE OF ORDER

(A) Purposes of House Rules

Below is a set of rules for conduct at NCAE meetings that will allow every member of the Association to be heard and allow the House to make decisions without confusion. *It is intended to guide the conduct of the Association's meetings, conferences and conventions* by guaranteeing the following:

a) **The right of the majority to decide** and the right of at least a strong minority to require the majority to be deliberate is respected.
b) **Constructive and democratic meetings** without *"undue strictness" or intimidation of members or placing a limit on full participation.*
c) **Respect for the fundamental right** of the House to discuss all questions thoroughly before taking action.
d) **Finality and incontrovertibility of members' decisions following a vote**, when such decision(s) derive from a properly convened meeting of the Association (*i.e., in accordance with relevant sections of this Bylaw*) - (*please note that silence means consent*).

(B) NCAE House Rules

Rule #1: A speaker must be recognized by the Chair before speaking.

Rule #2: *The 3-Minute Rule*: No member shall be allowed to speak for more than three minutes on any issue unless such a member is: (a) presenting a report to the House, (b) presenting a motion and the motion requires further clarification prior to a debate, (c) authorized by the Chair to do so, and (d) speaking following the suspension of this Rule by the House.

Rule #3: All remarks must be directed to the Chair (*Remarks must be courteous in language and deportment; speaker should avoid all personalities, and should never allude to others by name or to a speaker's motive/s*).

Rule #4: Debate may not begin until the Chair has re-stated *the motion* or *resolution* and asked for the question.

Rule #5: Before the motion is stated by the Chair (*the question*) members may suggest modification of the motion.

Rule #6: No member shall be allowed to speak twice to the same issue until everyone else wishing to speak has spoken to it once.

Rule #7: A "***point of order***" or "***point of information***" requires immediate response by the Chair before discussion/debate can proceed.

Rule #8: Members may only vote on motions (*after debate of motions*), unless a decision is reached by consensus.

Rule #9: The agenda and all committee reports are merely recommendations subject to debate by members.

Rule #10: The proceedings of any NCAE meeting shall be in accordance with the adopted agenda or order of business for the meeting. All matters not in accordance with the agenda must be discussed during the discussion of items under "Any Other Business" (AOB), and only where a simple majority of members in attendance permit.

(C) Components of a Typical NCAE Order of Business / Meeting Agenda:

The Order of Business or Meeting Agenda for all general / special / extraordinary / emergency / committee meetings of the Association shall follow the guidelines below:

i. Call to order and prayers.
ii. Roll-call of members present *(to determine if a quorum has been formed)*.
iii. Reading of minutes of last meeting.
iv. Committee reports.
v. Pending business.
vi. New business.
vii. Announcements and/or AOB.
viii. Adjournment.

(D) Typical House Procedures for Managing Meeting and Presenting Motions

i. ***Point of Information***: Generally, it applies to information desired from the speaker: "*I would like to ask the (speaker) a question.*"
ii. ***Point of Order***: Infraction of the rules, or improper decorum in speaking. *Must be raised immediately after the error is made.*
iii. ***Propose Motion***: Brings new business (the next item on the agenda) before the assembly.
iv. ***Amend Motion***: Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions.
v. ***Withdraw/Modify Motion***: Applies only after question is stated; mover can accept an amendment without obtaining the floor.
vi. ***Commit /Refer/Recommit to Committee***: State the committee to receive the question or resolution; if no committee exists includes size of committee desired and method of selecting the members.

vii. ***Extend Debate:*** Applies only to the immediately pending question; extends until a certain time or for a certain period of time.

viii. ***Limit Debate:*** Closing debate at a certain time, or limiting to a certain period of time.

ix. ***Postpone to a Certain Time:*** State the time the motion or agenda item will be resumed

x. ***Object to Consideration*:** Objection to the consideration of a matter or motion must be stated before discussion or another motion is stated.

xi. ***Table Discussions*:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending.

xii. ***Commence Discussions on Item(s) Tabled:*** Resumes consideration of item previously "**tabled**".

xiii. ***Close Debate:*** Terminate debate on a motion (*usually by the chair).*

xiv. ***Appeal Decision of the Chair*:** Appeal for the House to decide on particular question –

a. It must be made before other business is resumed;

b. It is NOT debatable if it relates to decorum, violation of rules or order of business.

xv. ***Suspend the Rules*:** This allows a violation of the House's own rules (*except the Bylaw*). *The purpose/object of the suspension must be specified.*

***Note: All motions must have a **mover** and a **seconder** before a question can be called for a debate to commence. SCHEDULE "G"

ROLL CALL OF MEMBERS IN ATTENDANCE AT THE ADOPTION OF THE BYLAW

NCAE Executive Officers

s/#	Name	Position
1	Funke Olokude	President
2	Moyosore Fagbemigun	General Secretary
3	Anthony Adeniji	Financial Director
4	Chris Chukwuma	Communications Director
5	Aishat Oguntola	Youth Director
6	Pelumi Oyegbami	Social Director

Members in Attendance

s/#	Name	Membership Status
1	Emeka Onuoha	*Full Member*
2	Lisa Akanwa	*Full Member*
3	Idowu Ohioze	*Full Member*

4	Oshoke Braimoh	*Full Member*
5	Adedayo Ojeleye	*Full Member*
6	Folasade Dayo-Ojeleye	*Full Member*
7	Solomon Okogun	*Full Member*
8	Ahmad Sanni	*Full Member*
9	Andrew Ohianwusi	*Full Member*
10	Tope Akindele	*Full Member*
11	Olubunmi Afolabi	*Full Member*
12	Nneka Otogbolu	*Full Member*
13	Uche Okereafor	*Full Member*
14	Martins Adebiyi Dada	*Full Member*