



**BY-LAWS
of the
NIGERIAN CANADIAN ASSOCIATION
(HAMILTON and ENVIRONMENT CHAPTER)**

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0. Document History

0.1. Document Control

This release is effective on the latest date in the Revision History table. Always refer to the on-line version of this document to ensure you are using the latest approved release.

0.2. Ownership

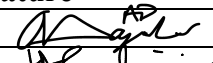
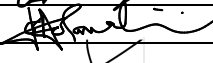
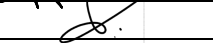
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0.3. Revision History

Revision	Date	Summary
0.1	1999	First draft
2024.09.1	September 2024	Amendments in-line with charitable Status
2026.01.31	February 2026	Amendment of Membership Status to Donor in Compliance with Charitable Regulations, Re-defining of officed to program directorates

0.4. Approvals

This document requires the following approvals. Approval is documented via distribution of this by-law under signature of the approvers. Document owner maintains approval for this document.

Name, Title	Date	Signature
BY-LAW Chairman	12 th Feb 2026	Adeolu Sanyaolu 
Executive President	12 th Feb 2026	Olawale Williams 
BoT Chairman	12 th Feb 2026	Ike Agbassi 

The Nigerian Canadian Association (Hamilton Chapter), also known as “NCA Hamilton” and formally known as Nigerian Association (Hamilton-Wentworth and District, “NAHWAD”), hereafter referred to as the “Association”, shall be governed by the following Bylaws: -

1. Article 1 – Definitions and Interpretations

The following words as they appear in this Bylaws shall have the definitions and interpretations given to them in this Article: -

“**Donor**” means any individual or entity that makes a voluntary gift or contribution of money or property to the Corporation for its charitable purposes and for which no consideration is received

The two categories of donors are:

(a) **General Donor (GD)**

These donors contribute either on a one-time basis or periodically, without formally registering with the association **Registered Donors (RD)**

Registered Donors are individuals who voluntarily enroll with the association to participate in its activities. Registration is typically approved and remains valid for one year from the month of registration. For example, if a donor registers in June 2026, the registration will be valid until May 2027.

(b) “**Gathering**” means any assembly of Donors or event organized or endorsed by the Association, including but not limited to Meetings, events, workshops, seminars, cultural celebrations, picnics, and fundraisers, and shall include online assemblies via digital platforms and participants, and online forums for discussion and community building such as WhatsApp, Facebook, Instagram, Telegram and similar applications.

(c) “**Meeting**” means any formal or informal assembly of the Association's donors or committees organized or endorsed by the Association, including General Meetings, Executive Committee Meetings, Ad-hoc Committee Meetings, Meetings of the Board of Trustees (BoT), Emergency Meetings, and virtual Meetings (any meeting conducted via digital platforms, regardless of the type). Meetings shall by default be held physically, but where a physical meeting is impossible or infeasible, they shall be held online or partly physically and partly online (hybrid), with sufficient notice of the form that the meeting shall take to be provided

2. **Article 2 – Location of the Association**

The Main Office or Secretariat of the Association shall be located in the City of Hamilton in the Province of Ontario, Canada.

3. **Article 3 – Philosophy of the Association**

The Association is a non-political, non-profit charitable organization dedicated to fostering community well-being, cultural understanding, and social inclusion in Hamilton and surrounding areas. It offers programs and services that support individuals and families, particularly those from immigrant and culturally diverse backgrounds, by promoting community engagement, access to resources, and equitable participation in society. The Association maintains a strict non-political stance. Discussions or debates related to political issues are not permitted in any General or Committee Meetings and at any Gathering of the Association's members.

The Association is committed to fostering an environment of mutual respect and inclusivity. Discussions involving tribal, ethnic, or regional biases are strictly prohibited in all Meetings and at any Gathering of the Association's members.

The Association operates on the principles of unity, inclusivity, and mutual support, with a commitment to strengthening the social fabric of the broader Canadian community. Rooted in the celebration of cultural diversity, the Association's initiatives aim to reduce isolation, promote intercultural dialogue, and enhance the well-being of all individuals, regardless of origin, through accessible programs and meaningful community involvement.

4. **Article 4 - Purpose**

The purpose of the Association shall be to:

- (a) To advance education by providing free or low-cost language, arts, and cultural education programs to the general public, with a focus on Nigerian heritage.
- (b) To relieve poverty by providing food support, access to basic needs, and resource referrals for low-income individuals and families in Hamilton and surrounding areas to promote health and wellbeing through structured youth and seniors development programs using culturally relevant physical activity and mentorship.
- (c) To benefit the community through multicultural awareness programs and initiatives that foster community integration, civic engagement, and anti-racism education.

5. Article 5 – Participation as a Registered Donor of the Association

- 5.1 “Donor” is as defined in [Article 1](#) of this Bylaws.
- 5.2 Participation as Registered Donor of the Association is open to individuals who donates and support the charitable purposes of the Association and wish to engage in its programs, initiatives, and activities that promote inclusion, cultural understanding, mutual support, and community development.
- 5.3 An individual becomes a Registered Donor of the Association upon:
- 5.3.1 Completion and approval of an membership application; and
- 5.3.2 Confirmation of their agreement to uphold the values, principles and policies of the Association.
- 5.3.3 While no membership fee is required, registered donor are encouraged to make voluntary donations to support the charitable work of the Association.
- 5.3.4 Registered Donors shall be entitled to participate in the activities and charitable programs of the Association and as stated in [Article 1 – Definitions and Interpretations "Registered Donor in Good Standing"](#)
- 5.3.5 Membership shall continue for a year from the date of registration month until the member resigns, no longer meets eligibility criteria, or is otherwise removed, following fair and transparent procedures established by the Association.
- 5.3 A paper or electronic copy of the Association's By-laws shall be provided to every new Registered Donor.
- 5.4 Donors are expected to attend every General Meeting of the Association.

6. Article 6 – Administration of the Association

- 6.1 The primary administration of the Association shall be the responsibility of the Executive Committee which shall comprise the President, Vice President, General Secretary, Finance Officer Treasurer, Public Relations Officer, Protocol Officer, and a Youth Leader or Youth Coordinator (also referred to as the Executive Officers).
- 6.2 Each Executive Officer of the Association shall be elected at a General Election except the Vice President who shall be appointed by the incumbent President.

- 6.3 Each Executive Officer shall remain in office for a two-year term except where impeached or removed from office, or otherwise unable to perform the functions of their office.
- 6.4 An Executive Officer may be re-elected for a second term in office, provided that no Executive Officer shall serve for more than two consecutive terms in the same position.

7. Article 7 – The Executive Committee (or the Executive Officers)

7.1 The President

The President shall be responsible for the following functions: -

- (a) The President Shall be the head and chief officer of the Association, shall be responsible for the general management of all its activities, and shall direct and coordinate all the Association's activities to achieve its purposes.
- (b) The President shall be the chief spokesperson, representative, and correspondent for the Association in all external activities.
- (c) The President shall, in due consultation with the General Secretary, summon and preside over all the Association's Executive, General, and Emergency Meetings.
- (d) The President shall make recommendations to the Executive Committee and the BoT in respect of the formation of Ad-hoc Committee(s).
- (e) The President shall support and superintend the proper disbursement of all the Association's funds and expenses.
- (f) The President shall be responsible for presenting to the Registered Donors in a General Meeting the Annual General Report of the Association.
- (g) The President shall consult periodically with the BoT regarding the affairs, finances, and direction of the Association.

- (h) The President shall conduct himself/herself in a manner expected of the Association's president, shall always act in the best interest of the Association at any external or public forum, and shall not advance their personal interest to the detriment of the Association.
- (i) The President shall be a co-signatory to the Association's cheques and bank accounts.

7.2 The Vice President

The President shall, at the first General Meeting after his/her election or emergence as President, appoint a Registered Donor of the Association to be the Vice-President. The Vice President shall be responsible for the following functions:

- (a) The Vice President shall assist the President in performing his/her functions and deputize for them when required.
- (b) The Vice President shall share the vision of the President and support the President in accomplishing the purposes of the Association.
- (c) In the event of unavailability of the President or on the President's request, the Vice President shall act as the President and shall during this period possess all the powers of the President and perform all functions as the President may lawfully perform.
- (d) The Vice President shall automatically emerge as the President of the Association if the President is impeached or otherwise removed from office, or unable to perform their duties by reason of death, incapacity, medical condition, etc.
- (e) The Vice-President shall upon emerging as the President complete the term of office of the President. Notwithstanding the foregoing, the Vice-President shall, after completing the term of the erstwhile President be entitled to serve as President for two consecutive terms.
- (f) The Vice President shall perform such other lawful duties as they may be directed by the President to perform.

7.3 The Program Director Administration (Alias Secretary)

The Secretary shall perform the following functions: -

- (a) In consultation with the President, organize and schedule the meetings of the Association, including sending out notices and agendas to Registered Donors.
- (b) Take and keep the records, minutes, and reports of the Meetings and other activities of the Association, including discussions, decisions, and actions to be taken, and present at the beginning of every Executive Committee Meeting and General Meeting the minutes of the previous meeting for approval by the Executive Committee or the General Registered Donors.
- (c) Manage the secretariat of the Association and work with other Executive Officers to ensure that activity reporting is accurate and up to date.
- (d) Preside over the Executive Committee meetings when both the President and the Vice-President are absent.
- (e) Maintain and manage all the Association's records, correspondence, reports, and other official documents.
- (f) Maintain the registration of the Association with the Province of Ontario Canada.
- (g) Serve as the primary point of contact for correspondence between Donors and the Executive Committee.
- (h) Maintain up-to-date records of Donors, including their contact information and Registered donor status.
- (i) Together with the President, be responsible for the Association's compliance with its Bylaws and all relevant local, municipal, provincial, and national laws and regulations applicable to the Association, and for ensuring that necessary filings, returns, and reports are completed and submitted timeously.
- (j) Be a co-signatory to the Association's cheques and bank accounts.
- (k) Provide administrative support to the Executives as and when required.
- (l) Generally, ensure that the Association operates smoothly and efficiently, and perform all such other lawful duties as they shall directed by the President to perform.

7.4 The Program Director Social Administration (Alias Social Secretary)

The responsibilities of the Social Secretary shall include: -

- (a) Planning, organizing, and coordinating the Association's social events, such as parties, gatherings, and networking events, including ensuring that all aspects run smoothly.
- (b) Coordinating with vendors, venues, and other service providers to ensure successful execution of the Association's events.
- (c) Promoting the Association's upcoming events and non-association events through various channels, including emails, social media, and flyers, to ensure maximum attendance and engagement of Donors and guests.
- (d) Generating and maintaining budgets for social events; tracking expenses and ensuring the procurement of cost-effective goods and services.
- (e) Appointing and working closely with other Donor and Executive Officers of the Association and committees to achieve these social objectives and align the Association's social activities with its goals and objectives. This shall include setting up Social Committees and coordinating them accordingly.
- (f) Collecting and Maintaining records of events, including photographs and video recordings, details of Donor and visitor attendance, budgeting, and feedback, for future reference.
- (g) Taking records of attendance during all the Association's Meetings and other activities.
- (h) Maintaining the network and partnership with other associations' whose programs and activities align with the Association's principles and objectives.
- (i) In the absence of the Program Director Administration (General Secretary), perform all the duties of the Program Director Administration.
- (j) Continuously seek new and creative ideas for social activities to keep the donors engaged and involved and foster a vibrant and connected community within the Association.

7.5 PROGRAM DIRECTOR FINANCE

The **Program Director** Financial (Alias Financial Secretary) shall be responsible for the following: -

- (a) Collect and oversee the collection and documentation of donations, redeemed pledges, etc. for the Association and issue receipts where applicable.
- (b) Maintain consecutively numbered receipt booklets for the Association, which shall be issued for all monies collected as defined in (a) above.
- (c) Prepare payment vouchers for all payments to be made by the Association, which can only be made by check, with duplicate copies kept in the custody of the Treasurer.
- (d) Process and record all expenses, including verifying invoices, handling reimbursements, and ensuring that payments are made timeously.
- (e) Maintain accurate and up-to-date records of all monies received by the Association and hand all monies to the Treasury for deposit into the Association's account within seventy-two (72) hours of collection, and in return obtain a receipt from the Treasurer for all monies handed over.
- (f) Prepare regular financial reports.
- (g) Together with the **Program Director** Treasury, assist in preparing for financial audits or reviews by ensuring that all records are accurate and complete, and by providing necessary documentation to the Audit Committee, facilitate the audit process, and work with the Audit Committee to address any issues or recommendations.
- (h) Prepare a comprehensive monthly financial statement of the Association's accounts, for review by the Executive Committee and/or Donors, providing clear and detailed accounts of the Association's financial status.
- (i) Keep all financial records of the Association and the Donors, ensuring that they are properly filed and readily accessible for review or audit.
- (j) Prepare and present the Association's financial report to the Executive Committee Monthly or at the Executive Committee's discretion or request.

- (k) Prepare and present the Association's financial report to the Executive Committee, BoT and the Registered Donors Quarterly
- (l) Shall be responsible for presenting to the Donors in a General Meeting the Annual General Financial Report of the Association ~~in February~~.
- (m) Guide the Executive Committee and BoT in the preparation and monitoring of the Association's annual budget, ensuring that financial resources are allocated appropriately and expenditures align with the approved financial objectives of the Association.
- (n) Contribute to financial planning and strategy of the Association by providing insights, advice and recommendations based on available financial data, provided that such insights, advice and recommendation shall neither constitute nor be treated as professional financial advice.
- (o) Serve as the primary point of contact for finance-related inquiries from BoT, Donors and other stakeholders, providing information and addressing concerns as required, ensuring transparency and unhindered understanding of the Association's financial status.
- (p) Ensure that the Association adheres to relevant financial regulations, policies, and bylaws, including tax filings and reporting requirements.
- (q) With the President, Program Director Administration and BoT establish a seamless process for monitoring the Association's account for inbound and outgoing funds and transactions digitally or otherwise.

7.6 **The Program Director Treasury (Alias Treasurer)**

The Treasurer shall perform the following functions: -

- (a) Receive, deposit in the Association's bank account(s), and maintain records of all the funds of the Association received from the **Program Director** Finance including donations made to the Association.
- (b) Manage the Association's bank account(s) in real-time, including reconciling statements and overseeing transactions.

- (c) Keep records of all the Association's financial transactions, including income, expenses, assets, and liabilities.
- (d) At every General Meeting of the Association and whenever necessary, present or produce all the records of the financial transactions of the Association.
- (e) Systematically maintain accounting books and record disbursements, receipts, banking reconciliations, and records of increase or decrease of funds in statements.
- (f) Be a co-signatory to the Association's cheques and bank accounts.
- (g) Guide the **Program Director** Finance and the Executive Officers in the preparation and monitoring of the Association's annual budget, ensuring that financial resources are allocated appropriately, and expenditures align with the approved financial objectives of the Association by BoT.
- (h) Contribute to financial planning and strategy of the Association by providing insights, advice and recommendations based on available financial data, provided that such insights, advice and recommendation shall neither constitute nor be treated as professional financial advice.
- (i) Be the sole custodian of the Association's checkbook (cheque-book).
- (j) Together with the **Program Director** Finance, assist in preparing for financial audits or reviews by ensuring that all records are accurate and complete, and by providing necessary documentation to the Audit Committee, facilitate the audit process, and work with the Audit Committee to address any issues or recommendations.
- (k) Present before the executive committee a quarterly report on the status of the Association's finances, reflecting all funds received and disbursed.
- (l) Work closely with the **Program Director** Finance in monitoring the Association's account for inbound and outgoing funds and transactions digitally or otherwise.
- (m) Implement and monitor internal controls to prevent fraud, ensure accuracy and accountability, and safeguard the Association's funds and assets.

- (n) Ensure that the association adheres to relevant financial regulations, policies, and bylaws, including tax laws, filings, and reporting requirements.
- (o) Prepare and present regular financial reports, including balance sheets, income statements, and cash flow statements, to the Executive Committee, BoT or Donors.
- (p) Provide detailed financial summaries in annual reports and assist with the preparation of the Association's annual financial statements.
- (q) Handle the payment of bills, dues, and other financial obligations, and ensure that all payments are authorized and properly documented.
- (r) Work closely with the Executive Committee, BoT and where necessary, external finance professionals to ensure the Association's financial health and operational efficiency.

7.7 The Program Director - Public Relations (Alias Public Relations Officer (PRO))

The Program Director - Public Relations shall be responsible for the following functions: -

- (a) Be the image-maker of the Association and explore any creative means of increasing awareness about the Association and its objectives.
- (b) Serve as the point of contact for general information about the Association, its purpose, and activities, and serve as the primary point of contact for media and community relations.
- (c) Be responsible for press releases, news, announcements, or important updates about the Association.
- (d) Ensure that all the Associations' communications reflect its brand identity and values.
- (e) Develop and implement a comprehensive public relations strategy that aligns with the Association's goals and objectives, monitor reportage and public perception, and address any issues or crises that may impact the Association's reputation.

- (f) Facilitate effective communication with donors using newsletters, social media posts, updates, and announcements.
- (g) Develop strategies to keep donors informed and engaged with the association's activities and initiatives.
- (h) With the **Program Director** Social, to plan and promote the Association's events, such as conferences, workshops, or social gatherings etc.
- (i) Develop and nurture relationships with key stakeholders, including Donors, Register Donors, partners, and community leaders, engage with the local community and build partnerships with other organizations, businesses, and community groups .
- (j) Manage the association's social media profiles, including content creation, scheduling posts, engaging with followers, monitoring social media channels for mentions of the Association, and responding to inquiries or comments.
- (k) Write articles, blog posts, newsletters, and other content to promote the Association's activities and achievements.
- (l) Oversee the creation of visual materials, such as brochures, flyers, and social media graphics.

7.8 **The Program Director - Protocol and Logistics (Alias Protocol Officer)**

The **Program Director - Protocol and Logistics** shall be responsible for planning and managing protocol aspects of official events hosted by the Association, including but not limited to:

- (a) Work closely with the **Program Director** Social to manage the formalities and procedures concerning the Association's official functions, events, and interactions to ensure that they run smoothly and that the Association's interactions with its donors and guests are conducted with proper decorum and respect.
- (b) Working closely with the **Program Director** Social to coordinate preparations for events, including sending invitations, managing RSVPs, preparing guest lists, planning and overseeing seating arrangements for dignitaries, guests, and

Donors, and ensuring that protocols are followed and that events follow the appropriate ceremonial procedures.

- (c) Meet and welcome Donors and guests at Meetings and ensure that all formal events, such as meetings, ceremonies, and receptions, adhere to established protocols and etiquette.
- (d) At events, welcome and assist the Association's guests, ensuring they receive proper recognition, attention, and assistance.
- (e) Maintain discipline and order at the Association's Meetings and events.
- (f) Work closely with the Executive Committee and the Donors to ensure that all aspects of an event adhere to protocol.
- (g) Implement solutions to ensure that events and interactions proceed smoothly, and address and resolve any protocol-related issues or conflicts that arise during events or formal interactions.
- (h) Ensure that all elements of the event are executed on time and in accordance with the planned schedule.
- (i) Perform other lawful duties as may be assigned to them.

7.9 The Program Director Youth and Sports (Alias Youth Coordinator)

The **Program Director Youth and Sports** shall be responsible for the following functions: -

- (a) Promote the Association's activities and to young people and initiate, develop and manage strategies to boost youth participation.
- (b) Foster a sense of belonging and active participation among young Donors, ensuring they are engaged and motivated.
- (c) Represent the interests and concerns of young Donors in the Association's Meetings and decision-making processes and advocate for youth-related issues and initiatives within the community.

- (d) Serve as a liaison between the young Donors and the Association's leadership or older Donors.
- (e) Chair the Association's Youth and Sport Committees.
- (f) Endeavour to monitor the welfare of young Donors and politely check on those young Donors who are absent from Meetings and events. Inform the Executive Committee of any matter concerning a young Donor that requires the Association's attention or intervention.
- (g) Design, implement, and oversee programs and activities specifically tailored to young Donors of the Association.
- (h) Organize and coordinate events, training sessions, seminars and workshops to engage the youth, help them develop valuable skills and knowledge, and address their interests and needs.
- (i) Design programs for mentorship and support to young donors, to assist them achieve their academic, career, professional, or personal goals.
- (j) Encourage and develop leadership skills among young Donors, providing opportunities for them to take on leadership roles within the association.
- (k) Regularly seek out and share information about educational and career opportunities and resources.

8. Article 8 – Finances of the Association

- 8.1 As a charitable organization, the Association's finances shall be derived from donations from individuals, proceeds from social events and/or grants from various government or private organizations sponsorships and grants.
- 8.2 Subject to the applicable regulations, the Association shall invite community members to support its programs with suggested nominal annual donations in cash or kind to help fund and support its general objectives and purposes in general, or certain specified charitable projects and programs.
- 8.3 Donations shall be entirely voluntary and at the sole discretion of the donor(s).

- 8.4 The Association may issue official Donation Receipts for donations equal or above \$100 yearly.
- 8.5 Donations may be paid in lump sums or monthly installments .
- 8.6 Donations via email transfer can be made via payment@ncahamilton.ca (primary email) or ncahamilton1@gmail.com. The President and Treasurer shall be among the custodians of the passwords to these emails.
- 8.7 The Association or its Executive Officers on its behalf may accept donations or contributions in any form of value from any source, provided that such source is not inconsistent with the Association's purposes, ethics and values.
- 8.8 The Association shall maintain a checking account in a Canadian Bank for its current expenditure and income, which shall be deposited in this account. A saving or investment account can be maintained for the benefit of the association in the same bank. Any change to the account or financial institution shall be approved by the BoT.

9. Article 9 – Finances: Withdrawal of funds

- 9.1 All withdrawals from the Association's Account shall be co-signed by any two (2) of the four (4) signatories to the Association's bank accounts. The President, the Program Director Treasury, the Program Director Administration, and a member of the BOT who shall act as a contingency signatory when the need arises, with the consent of the President and notification to the Treasury and the BoT.
- 9.2 **Authorization of expenditures** - The President shall authorize the expenditure of up to a maximum of \$300.00 (every quarter to a maximum of \$1,200 in a year) on a single expense without the approval of the Donors. The BoT should be notified of such expenses and note of expenditure added to next meeting agenda to be entered in to the minutes of meeting records. The President shall seek authorization from the BoT for expenditures above \$300 where such expenditure is required before the next monthly meeting.
- 9.3 **Financial Reporting**

The Program Director Treasury shall present at every General Meeting detailed information regarding all funds received and disbursed by the Association since the previous General Meeting and this information shall be included in the minutes of the Meeting by the Program Director Administration (General Secretary).

9.3.1 A copy of the quarterly bank statements should be provided physically or electronically to the BoT.

10. Article 10 – The Audit Committee

An Audit Committee shall be set up by the BoT Committee after they assume office. The Audit Committee shall audit the Association's accounts continuously and submit bi-annual reports to the Registered Donors or as required.

11. Article 11 - Annual Report

The President shall present to the Donors an Annual General Report of the Association's affairs during the End of Year Gathering while the Financial Report shall be presented to the Donors during the following February General Meeting. The General Report presented by the President during the End of the Year Gathering shall not include information as to the financial status of the Association.

12. Article 12 - General Meetings

10.1 General Meetings shall be held monthly except in July and December. The President in due consultation with the Executive Committee may adjust the regularity of the General Meetings but there shall not be less than seven (7) meetings in each calendar year.

10.2 Notices of any cancellation of a General Meeting shall be communicated to the Donors at least seven (7) days in advance of the Meeting previously scheduled.

10.3 This Article shall not affect the operation of [Article 19](#) – Emergency Meetings.

13. ARTICLE 13 – The BOARD OF TRUSTEES (BoT)

13.1 The Board of Trustees (BoT) shall consist of seven (7) Donors of the Association. These Donors shall be nominated and voted for by a simple majority of the Donors in a General Meeting of the Association. Donors of the BoT shall not be entitled to

hold office either in the Executive Committee or an Audit Committee during their tenure.

13.2 Each member of the Board of Trustees shall bring a distinct and complementary skill set or area of expertise, such that the Board collectively possesses the range of knowledge and experience required for balanced deliberation, effective oversight, and sound decision making. Such skills shall include:

- (i) Leadership skills
- (ii) Legal skills
- (iii) Financial skills
- (iv) Governance Compliance experience
- (v) Peace and conflict management
- (vi) Community development
- (vii) Fundraising and social capital
- (viii) Risk Management
- (ix) Project Management

13.3 The BoT may establish such committees as it shall deem necessary to carry out its functions.

13.4 The Chairperson and the Secretary of the BoT shall be selected by the members of the BoT.

13.5 The tenure of a member of the BoT shall be three (3) years, after which they shall be entitled to be re-nominated and re-elected. Past BoT members may also be renominated and elected with two term limits total 6 years.

- 13.6 At or before the expiration of a BoT member's tenure, or their resignation or relocation from the city of Hamilton and its environs, nomination and election of a new Registered Donor of the Association into BoT shall be in accordance with Article 12. Members of the BoT shall be entitled to, in their capacity as Registered Donors of the Association, recommend another Registered Donor of the Association for election into the BoT.
- 13.7 To be nominated and/or elected as a member of the BoT, a Registered Donor must have been a Registered Donor of the Association for not less than two (2) **years** .
- 13.8 A Member of the BoT may be removed by the Registered Donors in a General Meeting of the Association having met the quorum.
- 13.9 The BoT shall be responsible for the following:
- (a) Consider after due recommendation by the Executive Committee all disciplinary matters relating to Registered Donors' activities and recommend appropriate sanctions to the Executive Committee.
 - (b) Oversee fundraising efforts and ensure that resources are used effectively to support the Association's objectives.
 - (c) Advise the Association on matters relating to its general organization, management, maintenance, and growth.
 - (d) The Chairman of the BoT shall be a contingent signatory in respect of withdrawals of funds from the Association's accounts whenever called upon and found appropriate by the executive committee or general Registered donors to the best interest of the Association.
 - (e) Preside and conduct the general elections to the executive committee on the dissolution of the executive committee.
 - (f) Act as the ultimate disciplinary organ of the Association.
 - (g) Assume interim leadership of the Association in unprecedented situations affecting the leadership of the Association and/or in the absence of an Executive Committee and shall develop and oversee crisis management plans and procedures.

- (h) Ensure that the Association adheres to legal, regulatory, and ethical standards.
- (i) Set long-term goals, visions, and strategic plans for the Association's growth and development.
- (j) Oversee the preparation of the Association's budget and monitor financial performance, including reviewing financial statements and ensuring proper financial management and controls.
- (k) Develop and approve strategic plans to achieve the association's objectives and adapt to changing conditions.
- (l) Proactively identify and manage risks to the organization, including financial, legal, and operational risks.
- (m) Represent the association in interactions with external stakeholders, including government agencies, partners, and the community.

13.10 The Chairperson of the BoT shall be responsible for the following:

- (a) Preside over all BoT meetings.
- (b) Be the head and spokesperson for the BoT.
- (c) Where the Chairperson of the BoT acts as a contingent signatory in respect of any withdrawal from the Association's bank accounts. They shall ensure that other members of BoT are informed about such withdrawal within forty-eight (48) hours.

13.11 The BoT shall use the email BoT@ncahamilton.ca as the primary means of communication.

14. Article 14 – Ad-hoc Committees

14.1 Ad-hoc Committees may be set up and the members appointed by the Board of Trustees to undertake specific assignments as determined by the Board of Trustees

- 14.2 Ad-hoc Committees shall act only to undertake the specific tasks for which they were set up and the tenures of the Ad-hoc Committees shall last only as long as it shall reasonably take to complete the specific tasks.
- 14.3 Ad-hoc Committees shall, upon the completion of their task present reports to the Board of Trustees .
- 14.4 Members of the Ad-hoc Committees shall be selected from amongst the Donors of the Association and appointed by the Chairman in due consultation with members of the Board of Trustees .
- 14.5 Every Ad-hoc Committee shall have a Chairperson, a Secretary and members as deem fit.
- 14.6 The task or assignment given to an Ad-hoc Committee shall be specified in a memorandum issued by the Executive Committee and shall constitute the Ad-hoc Committee's sole terms of reference.
- 14.7 The Board of Trustees in collaboration with the Executive Committee shall provide funds for the Ad-hoc Committees to perform when and where necessary. The Ad-hoc committee shall not perform any task not contained in the memorandum referred to in paragraph [Article 14.6 – Ad-hoc Committees Task or Assignments](#) and shall not incur any unauthorized expenses on behalf of the Association. Any expenses incurred by the Ad-hoc Committee shall be properly documented and reported to the Executive Committee.

15. Article 15 – The Electoral Committee

- 15.1 The Electoral Committee shall be responsible for conducting General Elections into the Executive Committee.
- 15.2 The members of the Electoral Committee shall consist of the Chairperson of the BoT and two other Registered Donors of the Association who do not hold any elective position or other BoT Member. Registered Donors of the Electoral Committee shall not be eligible to contest for any position in the Executive Committee. The chairperson of the BoT shall be the chairperson of the Electoral Committee.

- 15.3 The Electoral Committee shall preside over the Association's General Meetings upon the dissolution of the Executive Committee and shall conduct elections into executive offices on the same day that the Executive Committee is dissolved.
- 15.4 The Electoral Committee shall ensure that the Association's General Elections are conducted properly and in accordance with these Bylaws and shall ensure that those elected into the Executive Committee are presented to the Registered Donors upon completion of the General Elections.
- 15.5 The duties of the Electoral Committee are limited to the conduct of the General Elections and the elected Executive Committee headed by the President shall upon declaration as such, immediately take responsibility for the administration of the Association.
- 15.6 The Electoral Committee shall publish the procedure for elections on its website - <https://ncahamilton.ca> - or via other digital means not less than fourteen (14) days before the elections and shall be bound by its publication in the conduct of the elections.

16. Article 16 - Elections

- 16.1 Registered Donors shall nominate individuals to be elected as Executive Officers.
- 16.2 Nomination of Registered Donors to serve as Executive Officers shall be open from January until the end of the General Meeting in February of an election year.
- 16.3 There shall be a manifesto session before any election and every nominee shall, to be eligible to be voted for, participate in the manifesto. Every nominee shall in their manifesto provide a clear outline of their goals, objectives, and plans for the Association, what they aim to achieve in office, and how they propose to address issues or improve the Association if elected. This will enable the Registered Donors to make informed choices while voting.
- 16.4 Voting shall be conducted during the General Meeting in March of the voting year.
- 16.5 Incumbent Executive Officers can be nominated for re-election if they have not served on the Executive Committee for more than one term.

- 16.6 Voting shall be conducted in person or virtually. Web applications that guarantee secure online voting may be used to conduct elections.
- 16.7 The BoT shall set up an Ad-hoc Electoral Committee to conduct the elections and announce the winners at the conclusion of the voting counting process. Where such an Ad-hoc Committee cannot be constituted, the BoT shall assume the role of the Electoral Committee.
- 16.8 The Electoral Committee shall ensure that no person is declared winner in respect of any position in the Executive Committee unless that person secured at least two-thirds (2/3) of the total votes cast for the position.
- 16.9 The chairperson of the BoT shall oversee the handover from an outgoing Executive Committee to an incoming Executive Committee.
- 16.10 The Electoral Committee shall also be responsible for the conduct of a by-election if any member of the Executive Committee resigns before the expiration of their term or is impeached, redundant, or otherwise unable to act in their position.

17. Article 17 - The Post-Election Handing-Over

- 17.1 Immediately after the elections, the Electoral Committee shall organize and oversee a smooth handover of office and all the Association's property including its funds, information, records, and bank account details to the incoming Executive Committee.
- 17.2 The handover process shall be concluded at or before the next General Meeting in April. The official handover ceremony shall be conducted during the General Meeting in April.
- 17.3 The Chairperson of the BoT shall witness and sign for both the outgoing Executive Officers while handing over and the incoming Executive Officers while taking over office. In other words, the Chairperson of the BoT shall be the link between the outgoing and incoming Executive Officers.

18. Article 18 – Emergency Meetings

- 18.1 An Emergency Meeting of the Registered Donors may be convened by the President after due consultations with other Members of the Executive Committee to discuss or handle any emergency situations.
- 18.2 An Emergency Meeting of the Registered Donors may be convened by the Chairperson of the BoT in the event that the Executive Committee is unavailable or refuses to convene such a meeting to discuss or handle any emergency situations.

19. Article 19 – Impeachment of Executive Officers

- 19.1 The grounds for Impeachment of an Executive Officer(s) shall be the following:
- (a) Misconduct or unethical behavior;
 - (b) Violation of the Association’s Bylaws, policies, or guiding principles;
 - (c) Gross negligence in the performance of their functions;
 - (d) Any action deemed to be detrimental to the interests or injurious to the reputation of the Association;
- 19.2 An impeachment process shall be initiated by any of the following: -
- (a) A written petition signed by a minimum of ten (10) Registered Donors setting out cogent and verifiable allegations against the Executive sought to be impeached; or
 - (b) A motion proposed during a Meeting of either the Executive Committee or the BoT and supported by a simple majority vote at the said Meeting.
- 19.3 **Investigation and Hearing:** Upon initiation of impeachment proceedings, an Investigation Committee shall be set up by the BoT from amongst the Registered Donors to investigate the allegations against the Executive Officer.
- 19.4 The investigation shall be conducted with utmost confidence and impartiality.
- 19.5 The Executive Officer(s) shall be provided with an opportunity to respond to the allegations and present evidence in their defence.
- 19.6 A formal hearing may be conducted to allow for testimonies and cross-examination if the circumstances warrant.

- 19.7 A formal report with a recommendation(s) shall be presented by the Investigation Committee to the BoT.
- 19.8 **Decision and Vote:** Following the submission of the reports by the Investigation Committee, the BoT shall implement the recommendation(s) contained in the report. Where the members of the BoT are not unanimously in support of the implementation of the said recommendation(s), the members of the BoT shall vote on whether or not to implement the recommendations of the report or to implement it in part.
- 19.9 The vote referred to in [Article 20.8](#) above shall be conducted in a transparent manner, and the results shall be recorded in the Association's official minutes.
- 19.10 Where the report of the Investigation Committee recommends that the Executive Officer be impeached, and the BoT decides to implement the said recommendation, the Executive Officer shall stand impeached and shall be immediately notified in writing of their impeachment.
- 19.11 **Consequences of Impeachment** – from the moment an Executive Officer is impeached: -
- (a) They shall be immediately removed from office and cease to exercise the functions thereof.
 - (b) All benefits or privileges associated with their office shall be revoked and they shall be required to immediately return all the Association's property in their possession.
 - (c) The Association may, in its discretion, take further disciplinary action as deemed appropriate, including but not limited to suspension or expulsion from the Association, or where a crime may have been committed, reporting the matter to the appropriate authorities.
 - (d) The Association may institute a civil action to recover its property from the impeached Executive Officer or to injunct or prevent him/her from representing him/herself as an officer and representative of the Association.
 - (e) The Association may in its discretion post disclaimers on social media and also transmit memos/emails to notify affiliates or other stakeholders of the Executive Officer's impeachment.

19.12 The Post-Impeachment Appeal Process - The impeached Executive Officer(s) shall have the right to appeal the impeachment decision of the BoT within ten (10) days after their impeachment. They shall notify the BoT in writing including by email, of their intention to appeal against the decision to impeach them. The appeal shall be heard by an impartial Appeal Committee set up by the BoT from among the Registered Donors, or by the BoT itself. No Registered Donor who served in the Investigation Committee shall be eligible to serve in the Appeal Committee. The decision of the Appeal Committee shall be final and binding.

20. Article 20 - Members Conflicts Resolution and Discipline

20.1. In the event of a dispute between Members or between a Member and an Executive Officer, or between/among Executive Officers, or where a disciplinary matter arises in relation to a Member, the Executive Committee shall attempt to resolve the dispute or conflict, or caution or discipline the Member. Where the Executive Committee is unable to resolve the dispute or conflict, or the Member sought to be disciplined is uncooperative, the matter shall be referred to the BoT for resolution.

20.2. Where the dispute or conflict or the disciplinary matter involves a member of the BoT, a Member shall move a motion to set up an Ad-hoc Committee. Where the motion is supported by five (5) other Members, the Members shall nominate five (5) Members to form an Ad-hoc Committee.

20.3. With respect to the resolution of a conflict or dispute, the following procedure shall guide the BoT and the Ad-hoc Committee: -

20.3.1. They shall first identify the conflict, its nature, and all the parties involved;

20.3.2. Following the above, they shall collect relevant information from all parties involved. This shall include understanding each party's perspective, interests, and concerns;

20.3.3. Following the above, they shall ensure that all parties agree on what the conflict is about and that there are no misunderstandings or communication gaps;

20.3.4. Next, they shall consider potential solutions that address the underlying needs and concerns of each party;

20.3.5. Following the above, they shall engage in discussions to negotiate a mutually acceptable solution and find common ground;

20.3.6. Once a solution is agreed upon, they shall outline specific steps that each party will take to implement the solution and ensure that everyone understands their responsibilities;

20.3.7. After implementing the solution, they shall monitor the situation to ensure that the conflict is conclusively resolved and that the agreed-upon actions are carried out;

20.3.8. They shall thereafter assess the effectiveness of the resolution and gather feedback from the parties to determine whether the solution worked and/or whether adjustments are required.

20.3.9. The Committee shall thereafter present a report to the Executive Committee and the BoT detailing the process followed in the resolution of the dispute or conflict and the results achieved, together with recommendations for handling future occurrences.

20.4. With respect to the discipline of a Registered Donors: -

20.4.1. The BoT shall avail the Registered Donors sought to be disciplined an opportunity to respond to the allegations against them and present evidence in their defence.

20.4.2. A formal hearing may be conducted to allow for testimonies and cross-examination if the circumstances warrant.

20.4.3. The BoT shall after considering all the evidence decide whether or not to sanction the Member and where they decide to sanction the Member, they shall decide the appropriate sanction(s);

20.4.4. Where the members of the BoT are not unanimously in agreement on the issue of whether or not to sanction the member, they shall by a simple majority to decide the matter.

21. Article 21 – Social Media & Online Platforms Rules

The Association's online forums serve as platforms to disseminate and exchange important information in the community. They are instruments for fostering unity and togetherness amongst Registered Donors. Their use shall be subject to the following rules: -

- (a) Management shall be by the Executive committee with at least a member of the Board of Trustees
- (b) Sharing personal messages or messages that have no bearing on the Association or its purposes is prohibited;

- (c) Sharing content, information or news that is false or has not been conclusively verified is prohibited.
- (d) Before sharing any videos, memes, or any content whatsoever, the Registered Donors must analyze whether such material will be in the interest of the majority of the members of our forum.
- (e) Registered Donors shall not forward materials that will or have the potential to create disunity in the forum.
- (f) Registered Donors shall use or participate in the Association's social media forums responsibly and respectfully.
- (g) The Association and its social media forums are for all Registered Donors. Registered Donors shall not post materials that are tribalistic in nature or seek to disparage any tribe or ethnic group.
- (h) Religious or political posts or opinions that may potentially generate disharmony are not welcome.
- (i) Political posts or discussions may be allowed at the discretion of the Executive Committee, provided that they do not generate disharmony and disaffection in the forum of the Association. The Executive Committee reserves the right to ban all such posts or discussions or lock comments to prevent the same.
- (j) Violent or pornographic posts are strictly prohibited.
- (k) Posts relating to child abuse or exploitation are prohibited unless such posts are made with the intent to help the child or ameliorate their situation.
- (l) The use of offensive emojis/words or emojis/words that could be interpreted as offensive is strongly discouraged. Registered Donors should endeavour to communicate clearly and simply.
- (m) Unnecessary debates or debates that can potentially escalate and cause disharmony are strongly discouraged.
- (n) Registered Donors shall avoid sharing large or multiple, videos, pictures or files.

- (o) Business-related posts and advertising are only permitted on Thursdays (market day). Indirect advertising such as posts or material that are suggestive of advertising or business promotion purposes during non-market days is prohibited.
 - (p) Only one advert per business undertaking is permitted during the market day. All advertisements for a business shall be compressed into a single flyer before being shared on the forums.
- 21.2 Penalties –Penalties:** To preserve a respectful, inclusive, and safe environment for all participants in the Association’s online forums, the following approach will guide the response to conduct inconsistent with [Article 21.1](#):
- 21.2.1** (a) First Instance – The Donor will receive a friendly reminder of the Association’s values and online community guidelines, along with an invitation to adjust their participation in the spirit of respectful engagement.
 - 21.2.2** (b) Second Instance – If the concerning behaviour continues, the Donor’s access to the forum may be temporarily paused (not exceeding one [1] week), while the Association engages with the individual to clarify expectations and seek mutual understanding.
 - 21.2.3** (c) Further Instances – If the behaviour persists and significantly disrupts the forum’s purpose or the comfort of its donors, the individual’s participation in the online space may be discontinued to preserve the overall well-being of the community.
 - 21.2.4** (d) Serious Content Violations – Any Donor who shares explicit or pornographic content on the Association’s online platforms will have their access revoked immediately, in order to safeguard the dignity and safety of all members.
 - 21.2.5** The Association is committed to handling all matters with discretion, fairness, and respect for each individual, while upholding a community standard that aligns with its charitable values.

22. ARTICLE 22 – Dissolution of the Executive Committee

- 22.1 If a situation arises that makes the dissolution of the Association’s Executive Committee unavoidable, the BoT shall be called upon to oversee the process of dissolution. Any of the Association’s assets that are left after discharging all liabilities

shall be kept in a trust account. These assets may be held in trust by six (6) Members approved by two-thirds (2/3) of the Registered Donors .

23. ARTICLE 23 – Rentals

23.1 Renting of the Association’s properties is prohibited.

24. ARTICLE 24 – Adoption of these Bylaws

24.1 These Bylaws shall come into force and become effective immediately upon adoption by a simple majority of the Registered Donors of the Association present at a General Meeting.

24.2 These Bylaws and any amendments and changes thereto shall be kept on record at the Main Office/Secretariat of the Association and shall be available to any Registered Donor of the Association for inspection at any time. The General Secretary shall endeavour to email or otherwise send a copy of these Bylaws to all new Registered Donors or any Registered Donor on request.

25. ARTICLE 25 – Amendment or Repeal of these Bylaws

25.1 A proposal for amendment(s) of these Bylaws shall be initiated by a Registered Donor at a General Meeting and seconded by another Registered Donor . The proposed amendment shall be submitted through the Program Director Administration (General Secretary) to the Executive Committee before presentation to the Registered Donors at a General Meeting.

25.2 The General Secretary shall email or otherwise communicate via other acceptable media the details of the proposed amendment to the Registered Donors at least fourteen (14) days in advance of the General Meeting at which it shall be considered, to enable the Registered Donors to review the same.

25.3 The Board of Trustees or an Executive Officer or the By-Law Committee chairman shall present and explain the terms of the proposed amendment to the Registered

- Donors during a General Meeting for due consideration and shall thereafter call for a vote.
- 25.4 An affirmative vote by “**the quorum requirement**” of the Registered Donors present at the General Meeting shall be necessary for the adoption of any proposed amendment(s) to these Bylaws.
- 25.5 **The quorum requirement** at a General Meeting for the purposes of voting on a proposed amendment(s) shall be two-thirds (2/3) of the Registered Donors of the Association or a minimum of 20 Registered Donors .
- 25.6 If the quorum of two-thirds (2/3) of the Registered Donors of the Association or a minimum of 20 Registered Donors is not met at a General Meeting at which a proposal(s) for amendment is to be considered, the consideration of proposal shall be adjourned to a later date.
- 25.7 Where during the tenure of an Executive Committee, a proposal(s) for amendment is unable to be voted on or passed due to the absence of a quorum, the proposal shall be kept in view for possible consideration by the next Executive Committee.
- 25.8 Any amendment to these Bylaws shall become a part thereof for all purposes.

26. ARTICLE 26 – Qualification: Executive, Director, Trustees & like officials

The be elected, appointed or voted for as an officer of NCA Hamilton, the personal information will be collected and disclosed to the CRA in accordance with the references on CRA website (<https://www.canada.ca/en/revenue-agency/services/charities-giving/charities/policies-guidance/personal-information-of-directors-trustees-and-like-officials.html>)

- 26.1 NCA Hamilton shall collect the following personal information of every prospect or existing officials from either an application form or from a charity’s annual information return:
- name
 - date of birth
 - contact information (address, phone number)



- official title within the organization
- arm's length relationships between directors
- signature (of those officials certifying the submission)

We then use this personal information as a starting point to collect additional personal information from other sources.

Additional personal information can include an individual's social insurance number, gender, language, marital status, citizenship status, personal tax information, financial information, bankruptcy and consumer insolvency information, credit history, biographical information, criminal checks, opinions or views about individuals and details of suspected non-compliance with CRA investigations or audits.

26.2 NCA Hamilton shall collect the following personal information of every prospect or existing officials from either an application form or from a charity's annual information return.