

CIRCULATE FEB, 1990
TO
ALL MEMBERS



6. The objects for which the corporation is incorporated are:
Objets pour lesquels l'association est constituée:

(a) TO FOSTER THE IDENTITY OF THE UGANDAN INDIVIDUAL AND
COMMUNITY IN OTTAWA

1. Creating programs and activities which provide information about the history and culture of Uganda.
2. Create programs and activities utilizing the inherent advantages and strengths of a unified ethnic group within the Canadian and North-American context.

(b) TO FOSTER THE INTERACTION WITHIN THE UGANDAN COMMUNITY IN
OTTAWA

1. By establishing a centre which would act as a focal point to bring Ugandan Canadians together.
2. Create programs and activities which would encourage Ugandan Canadians of diversified backgrounds, interests and age groups to interact, e.g., history and cultural events.
3. Disseminate information within the Canadian Ugandan community about existing local African talent and resources, particularly in the areas of Business and Professions, so that they are fully utilized.

(c) TO PROMOTE TIES AND COOPERATION BETWEEN THE UGANDAN
CANADIAN ASSOCIATIONS AND OTHER ASSOCIATIONS IN CANADA.

1. Establish contacts with other associations throughout Canada, which have similar objectives.
2. Coordinate social, cultural and informational activities between Canadian Africans in the interests of the Ugandan community in Ottawa and the larger Ugandan community in Canada.

(d) TO MAINTAIN AND STRENGTHEN TIES BETWEEN UGANDAN
COMMUNITIES IN CANADA AND THE MOTHER COUNTRY.

1. Promote exchange of cultural, educational and social activities between the local community and other Ugandan communities in Canada and the African world.
2. Provide and assist members of the Ugandan community with information about Uganda and other African countries as it may be needed for cultural, social or other purposes.

(e) TO ENCOURAGE MUTUAL UNDERSTANDING AND FRIENDSHIP BETWEEN
PEOPLE OF UGANDAN CULTURAL BACKGROUND AND OTHER CANADIANS.

1. Create and undertake social, and cultural activities for the purpose of representing the Ugandan community to other groups of the society.
2. Undertake the necessary actions in response to local conditions and issues which would enhance the understanding and friendship between the Ugandan Canadian community and other Canadians.

7. The special provisions are/Dispositions particulières:
1. Unless there be something in the subject or context inconsistent therewith,
 "Association" means Ugandan Association of Ottawa.
 2. Where the context requires, words in the singular include the plural, and words in the plural include the singular, and words importing the masculine gender include the feminine and neuter genders.
 3. All subscribers to the Association shall be admitted as members of the Association in accordance with the within special provisions; and all subscribers who have been admitted as members shall have their names entered in the Register of Members.
 4. For the purposes of registration, the number of members of the Association is unlimited.
 5. Every member of the Association shall be entitled to attend any meeting of the Association, provided however, that only regular members in good standing, shall have the right to vote at any meeting of the Association, and provided further that only regular members shall have the right to hold any office.
 6. Membership in the Association shall not be transferable.
 7. The following shall be admitted to membership in the Association:
 - (a) Any person, eighteen (18) years of age or older, of Ugandan descent, who is a permanent resident in Canada, or his or her spouse, shall be admitted as a REGULAR MEMBER.
 - (b) Any person, eighteen years of age or older, of Ugandan descent and who is a full-time student, shall be admitted as a STUDENT MEMBER.
 - (c) Any person, eighteen years of age or older, who is interested in furthering the aims of the Association, shall be admitted as an ASSOCIATE MEMBER.
 - (d) Any person who has offered distinguished service towards the aims of the Association may be admitted as an HONORARY MEMBER. Honorary membership shall be granted by the Board of Directors.
 8. Membership shall be granted by the filing of a written application form provided by the Association, subject to the approval of the Board of Directors, and by payment of dues as stated in the by-laws.

9. Waiver of any regulations governing membership in the Association shall be by petition to the Board of Directors.
10. Persons qualifying for regular membership, and their spouses shall be eligible to apply for and receive joint membership status.
11. The Board of Directors has the right to reject any application or to withdraw membership from any member who does not conform with the goals and objectives of the Association. Such decisions must be approved by two thirds of the members of the Board. Decisions relating to rejection or withdrawal are final.
12. Membership in the Association shall cease upon the death of a member or if, by notice in writing to the Association, a member resigns his membership, or if he ceases to qualify for membership in accordance with these special provisions.
13. The fiscal year of the Association shall be the period from January 1 of any year to December 31 of the same year.
14. Members joining the Association after the first of July will be required to pay one-half (1/2) of the specified dues for that year.
15. Failure to pay dues by the last day of February will subject the member to suspension, including the loss of right to vote. Payment of dues will automatically reinstate the member in his respective class without penalty.
16. (a) The annual meeting of the Association shall be held in March of each fiscal year of the Association within the Ottawa/Hull area.
(b) A special general meeting of the Association may be called by the Board of Directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Association.
17. (a) Thirty (30) days' notice of an annual meeting or general meeting of Association, specifying the place, day and hour of the meeting, and, in the case of special business, the nature of business, shall be given to the voting members.
(b) Fourteen (14) days' notice of a special general meeting of the Association, specifying the place, day and hour of the meeting, and in the case of special business, the nature of such business, shall be given to the voting members.

Notice of a meeting shall be given in writing by mail in a prepaid letter addressed to each member at his known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting.

18. At the annual meeting of the Association, the following business shall be transacted, viz:
 - (i) Consideration and adoption of minutes of the last annual membership meeting;
 - (ii) Reports of the directors;
 - (iii) Consideration and adoption of documents, tables, viz, budget, financial statement, auditor's report;
 - (iv) Election of directors, if applicable;
 - (v) Any other business.
19. No business shall be transacted at any meeting of the Association unless a quorum of no less than twenty per centum (20%) of the voting members is present at the commencement of such business.
20. If within one hour from the time appointed for the meeting, a quorum of voting members is not present, the meeting shall be cancelled, and another meeting shall be scheduled after three weeks at which no quorum shall be required.
21. (a) The President of the Association shall be the Chairman at every general meeting of the Association;
- (b) If there is no President, or if at any meeting, he is not present at the time of holding of the same, the Vice-President shall preside as Chairman.
- (c) If there is no President or Vice-President or if at any meeting, neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
22. All decisions shall be by simple majority of those voting members present unless otherwise specifically provided by the Corporations' Act or by these special provisions.

23. Voting for members of the Board of Directors shall be by a secret ballot.
24. The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
25. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
26. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
27. If a poll is demanded in manner aforesaid, the same shall be taken, in such manner as the Chairman may prescribed and the result of such poll shall be deemed to be the resolution of the Association in general meeting.
28. Every voting member shall have one vote and no more.
29. (a) The number of directors shall be six (6), all of whom must be regular members.
(b) The number of directors may only be increased or decreased by special resolution.
30. Any regular member of the Association shall be eligible to be elected as a director of the Association.
31. The Board of Directors shall act as a nominating committee and submit a list of candidates to stand for election to the forthcoming Board of Directors. Nominations may also be submitted by voting members provided they are duly proposed and seconded. Such nominations must be received by the Board of Directors no later than the last day of December.
32. Directors shall be elected by the voting members at each annual meeting of the Association.

33. At the first annual meeting of the Association and at every succeeding annual meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which time their successors are elected. Directors may be re-elected but may not serve for more than three years consecutively.
34. In the event that a director (1) resigns his office (2) ceases to be a regular member of the Association, whereupon his office as director shall ipso facto be vacated or (3) fails to attend three successive Board of Directors' meetings without acceptable justification, the vacancy thereby created may be filled for the unexpired portion of the term by a majority vote of the Board of Directors from among the regular members of the Association.
35. Meetings of the Board of Directors shall be held regularly at least four times a year and may be held as often as is required for the business of the Association.
36. Meetings of the Board of Directors shall be called by the President or by any three members of the Board of Directors.
37. A meeting of the directors may be held at the close of every annual or general meeting of the Association without notice. Notice of all meetings, specifying the place, day and hour of the meeting, shall be given in writing and by sending it through the post in a prepaid letter addressed to each director at his last known address at least seven days prior to the date of the proposed meeting. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. Non-receipt of any notice by any director shall not invalidate the proceedings at any meeting of the directors.
38. No business shall be transacted at any meeting of the Board of Directors, unless at least four directors are present at the commencement of such business.
39. The President or in his absence, the Vice-President, or, in the absence of both of them, any director appointed from among those directors present, shall preside as Chairman at a meeting of the Board.
40. All decisions shall be made by simple majority of those present. The Chairman shall be entitled to vote as a director, and, in the case of an equality of votes, he shall have a casting vote in addition to the vote which he is entitled as a director.

41. (a) The affairs of the Association shall be managed by a Board of six directors, of whom majority shall constitute a quorum. In addition to the powers and authorities by these special provisions or otherwise expressly conferred upon them, may exercise all such powers of the Association as are not by the Corporation Act or by these special provisions required to be exercised by the members at a general meeting.
- (b) (i) The directors may, by a by-law authorizing them to, elect from among themselves an executive committee consisting of not fewer than 3 and to delegate to the executive committee any powers of the Board of Directors, subject to the restrictions, if any, contained in this special provision or imposed from time to time by the directors.
- (ii) The by-law is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of the members duly called for that purpose.
- (iii) An Executive Committee may fix its quorum at not less than a majority of its members.
- (c) A manager may be appointed by the directors and may be paid annual salary under a by-law passed in accordance with the Corporation Act.
42. The officers of the Association, chosen from the elected members of the Board, shall be President, Vice-President, Secretary, Assistant Secretary (to perform duties of Social Secretary), Treasurer, Information Officer.
43. The election of the officers shall be made by the Board of directors by simple majority vote.
44. The directors shall elect one of their number to be the President of the Association. The President shall have general supervision of the activities of the Association and shall perform such duties as may be assigned to him by the Board of Directors from time to time.
45. The directors shall also elect from their number a Vice-President. The Vice-President shall, at the request of the Board and subject to its directions, perform such other duties as may be assigned to him by the Board.
46. The directors shall elect from their number a Secretary who shall keep the minutes of the meetings of members and directors.

47. The directors may appoint a temporary substitute for the Secretary, for the purpose of these special provisions, be deemed to be the Secretary.
48. The directors shall elect from their number a Treasurer who shall manage and supervise the financial aspects of the Association such as keeping books, bank accounts, collecting dues and other related issues as may be assigned to him³her by the Board of Directors. The Treasurer shall submit properly audited accounts at the Annual Meeting.
49. The directors shall elect from their number an Information Officer who shall be responsible before the Board in relation to all matters of educational or informational relevance connected with the Association.
50. The directors shall elect from their number a Social Secretary who shall be responsible before the Board in relation to all matters of social, cultural activities connected with the Association.
51. The directors shall instruct the Social Secretary to prohibit any activities within the Association's centre which might create a threat to law and order, such as gambling, alcohol, drugs, etc.
52. The Board of Directors has the right to appoint committees to deal with any issue or subject and each committee shall include at least one member of the Board of Directors.
53. Additional non-elected officers with specifically defined duties may be appointed by the Board of Directors.
54. The Board of Directors may remove any non-elected officer or committee member at its discretion by a simple majority vote.
55. The Association will refrain from getting involved in any political matter.
56. The auditor of the Association shall be appointed annually by the members of the Association at the annual meeting, and, on failure of the members to appoint an auditor, the directors may do so.

57. (a) (i) **Annual Meetings** - The Association shall hold annual meetings of its members not later than 18 months after its incorporation and subsequently not more than 15 months after the holding of the last preceding annual meeting.
- (ii) **General Meetings** - Directors may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
- (b) (i) The members of the Association at their first general meeting, shall appoint one or more auditors to hold office until the first annual meeting, and if the members fail to do so, the directors shall forthwith make such appointment or appointments.
- (ii) The members shall at each annual meeting, appoint one or more auditors to hold office and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
- (iii) The members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office, and shall by a majority of the votes cast at that meeting, appoint another auditor in his stead for the remainder of his term.
- (iv) The remuneration of auditor appointed by the members shall be fixed by the members, or by the directors if they are authorized so to do by members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.
- (v) No person shall be appointed as auditor of the Association who is a director, officer or employee of the Association or who is a partner, employer or employee of any such director, officer or employee.

(c) The directors shall lay before each annual meeting of members;

(i) a financial statement for the period that commenced on the date of incorporation and ended not more than six months before such annual meeting or, if the Association has completed a financial year, that commenced immediately after the end of the last completed financial year and ended not more than six months before such annual meeting, as the case may be, made up of,

- (1) a statement of profit and loss for such period
- (2) a statement of surplus for such period, and
- (3) a balance sheet as at the end of such period;

(ii) the report of the auditor to the members;

(iii) such further information respecting the financial position of the Association as the letters patent, supplementary letters patent or by-laws of the Association require.

(d) The report of the auditor to the members shall be read at the annual meeting and shall be open to inspection by any member.

58. Repeal of and amendment to these special provisions shall require an affirmative vote of no less than three-fourths of all voting members attending the General Meeting or Annual Meeting, with the exception of special provision 51 and 55 herein contained, which cannot be changed as long as the Association exists.

59. The Board of Directors, at its discretion, may approve the formation of local chapters of the Association. Each chapter is to specify the geographical area in which the local chapter is to function.

60. As a prerequisite for the granting of such chapters, the Board shall approve the chapter's constitution, by-laws, general policy and procedure of the Association.

61. The Association shall file Notice of Change with the Minister within ten days of a change of directors.

62. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

63. Preparation of the minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary.
64. The books and records of the Corporation shall be open to inspection by the members and creditors of the Corporation or their agents or legal representatives during normal business hours of the Corporation.
65. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
66. The borrowing powers of the Association may be exercised by special resolution of the members.
67. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.
68. The directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
69. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.