

Trinidad and Tobago Association of Ottawa

P.O. Box 8401, Station T, Ottawa, Ontario K1G 3H8

AUGUST 1989

CONSTITUTION

- 1.0 NAME: The Corporation shall be called "The Trinidad and Tobago Association of .Ottawa", hereinafter referred to as "the Association".
- 2.0 PURPOSE:
- a) To develop and sponsor programmes of a cultural, educational and social nature for the members and their friends.
 - b) To cooperate with other organizations that have objects which are similar in whole or in part to the objects of the Association, to promote friendship, unity and understanding.
 - c) To provide a venue to conduct the activities of the Association.
 - d) To provide assistance to needy groups in Trinidad and Tobago and the Regional Municipalities of Ottawa-Carleton and Nepean-Carleton whenever possible.
- 3.0 HEAD OFFICE: The head office for the: Association shall be as stated in the By-Laws.
- 4.0 SEAL: The seal for the Association shall be as stamped on the right margin herein.
- 5.0 The Association's business shall be carried on without the purpose of gain for its members, and any profits or other accretions to the organization shall be used in promoting its purpose.
- 6.0 The directors of the Association shall serve for a period of one year as such without remuneration, and no director shall directly or indirectly receive any profit from his/her .position as such; provided that a director may be

paid reasonable expenses incurred by him/her in the performance of his/her duties.

7.0 Upon 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 Ontario.

8.0 The constitution and By-laws may be amended at an Annual General Meeting or Special General Meeting by amendment reported by the Executive, and adopted by the affirmative vote of two-thirds (2/3) of the members present and voting at said meeting. No amendment shall be reported to the meeting for vote unless and until:

a) It has been received in writing by the President at least thirty (30) days prior to the meeting at which it is to be voted on.

b) All members have been notified in writing of the proposed amendment, not less than ten (10) days -prior to the meeting at which it is to be voted on.

9.0 MEMBERSHIP

9.1 Types of Membership

There shall be four (4) types of membership: a) General

- b) Associate
- c) Honorary
- d) Life

9.2 The General Membership shall

- a) be nationals and former nationals of Trinidad and Tobago, their spouses and their offspring;
- b) have the right to move motions and vote at all meetings;
- c) hold positions on the Executive if so elected; and
- d) pay annual membership dues as stated in the By- Laws.

9.3 The Associate Membership shall

- a) consist of persons other than nationals of Trinidad and Tobago who express an interest in the functioning of the Association;

- b) not hold any position on the Executive Committee;
- c) not have voting rights; and
- d) pay a minimum annual contribution.

9.4 The Honorary Members shall

- a) be the High Commissioner of Trinidad and Tobago, his her spouse and offspring over sixteen (16) years of age;
- b) be any person or persons so deemed appropriate by the Executive Committee;
- c) not have voting rights; and
- d) not be required to pay annual dues.

9.5 Life Membership

- a) Life Membership may be granted to any member who has rendered outstanding service to this Association or the community or any member who has served as an elected officer of this Association upon:
 - i) recommendation of the Executive; and
 - ii) payment of a sum fixed by the Executive in lieu of future dues to the Association; and
 - iii) approval by the Executive.
- b) A life Member shall have the rights and privileges of General Membership so long as he/she fulfils all obligations thereof.

9.6 Voting Rights of Members

Every member has only one vote at every general f or annual meeting of the members.

9.7 Membership Dues

- a) The Executive shall set membership dues.

- b) Before the dues become effective, the members must approve the amount of the dues at a meeting of the members, by a two-thirds majority of the votes cast.
- c) The Secretary shall give members notice of the dues payable. If a member does not pay the dues within ninety days (90) of receiving that notice, that person automatically becomes a non-financial member. However, that person can be reinstated as a financial member upon payment of dues owing.

10.0 THE BOARD OF DIRECTORS

10.1 Who May be a Director

- a) All members of the Executive are directors.
- b) A director who ceases to be a member ceases to be a director.
- c) A director must be at least sixteen (16) years of age.

10.2 The Executive

The Executive shall consist of :

- a) a President,
- b) a Vice-President,
- c) an immediate Past President,
- d) a Secretary,
- e) an Assistant Secretary,
- f) a Treasurer, and
- g) three general members.

10.3 Election of the Executive

- a) At each annual general meeting, the members shall elect the Executive Committee.
- b) The election shall be by secret ballot as determined by membership.
- c) A director is eligible for re-election if he/she remains a member in good standing.

10.4 Quorum or Executive

A quorum of the Executive is a majority of the .directors.

10.5 Meetings of the Executive

In matters of Procedure, the Executive meetings shall follow Roberts' Rules of Orders.

Quorum Needed

The Executive shall transact the business of the Association only at meetings where a quorum is present.

Place of Meetings

The Executive may hold its meetings where it wishes, provided the meetings are always held in Ottawa, Nepean and Gloucester.

Regular Meetings

The Executive shall meet regularly at a time and place that the President decides.

Special Meetings

Special meetings of the Executive may be called by the President or by the Secretary on the written request of any two directors.

Extra Meetings

- a) The directors may hold a meeting immediately after the annual general meeting of the Association without having to give formal notice.
- b) If all the directors are present or if those ., absent consent to the meeting being held in, their absence, the directors may hold a meeting without having to give formal notice.

10.6 Voting

- a) A simple majority of votes cast suffices to pass any motion before the directors. Voting shall be by show of hands or, if a director asks for a ballot, by ballot.

- b) The President may vote on any question. In the case of a tie, the president has a casting vote.

10.7 Powers of the Executive

The Directors may administer and run the Association's business in all respects and may enter into contracts on behalf of the Association and do any other acts authorized by its letter patent or by-law.

10.8 Resolutions

- a) The Committee shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast.
- b) The President shall count the votes on a resolution and declare it carried or defeated.
- c) The Secretary shall keep an accurate record of the minutes including all resolutions passed, although a record of the votes for and against shall not be made.
- d) A declaration by the President that a resolution has passed and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof that the resolution has passed.

10.9 Remuneration

The Directors shall receive no remuneration for being directors.

10.10 Vacancies

- a) As long as there is a quorum of the directors in office, the directors then in office may appoint from the qualified members of the Association persons to fill any of the vacancies for the remainder of the term. Any vacancies not so filled shall be filled at the next general or annual general meeting.
- b) If there is no quorum of directors in office, then the remaining directors must call a general meeting as soon as possible to fill the vacancies. If there are no directors left in office or the remaining

directors fail or refuse to call such a general meeting, any member may call the general meeting.

10.11 Books and Records

The Directors are responsible for making sure all the proper books and records required by law are kept.

11.0 OFFICERS OF THE ASSOCIATION

11.1 Officers

a) At the annual general meeting, the members shall elect the Executive.

b) No one member shall hold more than one office.

11.2 Duties of the President

a) The President shall oversee the general management and administration of the Association and its business.

b) The President shall chair all meetings of the Executive and the general body.

c) The President and Secretary shall sign all by-laws.

d) The President shall be the official representative and spokesperson in all matters affecting the Association and may authorize any member to act as such.

11.3 Duties of the Vice-President

a) The Vice-President shall assist the President in his/her duties and in the absence or inability of the President, the Vice-President shall act as the President with all the duties and powers of the President.

b) The Directors may give other duties or powers to the Vice-President from time to time.

11.4 Duties of the Secretary

- a) The Secretary shall manage the day to day affairs of the Association subject to the direction of the Executive.
- b) The Secretary shall process all incoming and outgoing correspondence.
- c) The Secretary shall record and present minutes at each meeting.
- d) The Secretary shall present an annual written report at the annual general meeting.

11.5 Duties of the Assistant Secretary

- a) The Assistant Secretary shall work closely with the Secretary.
- b) The Assistant Secretary shall collect membership fees for the Treasurer and issue membership cards of the Association.
- c) The Assistant Secretary shall keep a registry of the members of the Association with the name and address of each member.
- d) The Assistant Secretary shall assume the duties of the Secretary in his/her absence.

11.6 Duties of the Treasurer

- a) The Treasurer shall be responsible for the administration of all financial affairs.
- b) The Treasurer shall report to the Executive at each meeting on the financial status of the Association.
- c) The Treasurer shall submit financial reports to the annual general meeting.
- d) The Treasurer shall maintain petty cash at a level as determined by the Executive out of bankable funds of the Association.
- e) The Treasurer shall pay all accounts due by the Association.

11.7 Duties of Other Directors

The duties of all other Directors of the Association shall be as the President requires of them.

11.8 Contracting Power of Officers

The Officers of the Association each have the power to sign contracts on behalf of the Association with prior written approval of the President.

BY -LAWS

PART I, FORMALITIES

1.1 Head Office

- a) The head office of the Association shall be in the municipalities of Ottawa-Carleton or Nepean-Carleton in Ontario.
- b) The Directors may decide where the head office is to be located in the municipalities.
- c) The seal stamped below is the Association's corporate seal

PART II. ANNUAL AND GENERAL MEETINGS

2.1 Place of Meetings

Annual and general meetings may be held at any place within the Regional municipalities of Ottawa-Carleton and Nepean-Carleton as decided by the President.

2.2 Time of Annual General Meetings.

- a) The Association must hold an annual meeting of its members not later than 10 months after incorporation.
- b) The annual general meeting cannot be held more than 15 months apart.

- c) The President shall decide the exact time, date and place of the annual general meeting.

2.3 The Secretary shall mail or have delivered to each member notice of time and place of every annual or general meeting at least 10 days before the meeting.

2.4 Calling General Meetings

- a) The President or the Vice-President, in the absence of the President, may call a general meeting at any time.
- b) Members may request a general meeting by presenting the Executive with a petition that states the general business to be considered at the meeting. The petition must be signed by twenty five (25 %) of the membership.

2.5 Voting at General and Annual Meetings

- a) Only financial members may vote at meetings.
- b) Each member has only one vote.
- c) Voting shall be by a show of hands unless a member requests a ballot in which case the vote shall be by ballot.
- d) A member may demand a recorded vote in each case, even on a vote by ballot, in which case the number of votes shall be recorded by the Secretary in the minutes.

2.6 Chairman of General and Annual Meetings

- a) The President or in his/her absence, the Vice-President shall chair the general and annual meetings.
- b) If neither are present within 30 minutes of the start of the meeting, the members may elect a Chairman from amongst themselves to conduct the meeting.

2.7 Quorum of General and Annual Meeting

A quorum of general and annual general meetings is twenty (20) persons.

2.8 Conduct of General and Annual Meetings

In matters of Procedure, the meetings of the general membership shall follow Roberts' Rules of Order.

- a) At any meeting of the members, the members may consider and transact any business except the removal of a Director.
- b) A majority of the votes cast carries any motion.
- c) The President may vote on every motion but has only one vote. In case of a tie, the President has a casting vote.
- d) The Secretary shall keep the minutes of the meeting. An entry in the minutes that the President declared a motion carried is admissible in evidence as prima facie proof that the motion passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against.
- e) All other business.

2.9 Business at General Meetings.

At every general or annual meeting, in addition to any other business, the following must be dealt with:

1. Approval of the minutes of the previous meeting.
2. Confirmation of new members.
3. Filling vacancies, if any, on the Executive Committee.

2.10 Business at Annual General Meetings

At every annual meeting, in addition to any other business, the following must be considered:

1. The President's report
2. The Treasurer's financial report
3. The Auditor's report
4. The election of the new Executive
5. Appointing new auditors for the next year.

PART III BOOKS AND RECORDS

3.1 Legal Requirements

The Association must keep at its head office:

- 1) All minutes of meetings of members or directors
- 2) Copies of the letters patent and any supplementary letters patent
- 3) All by-laws and special resolutions
- 4) The registry of members
- 5) The registry of directors
- 6) Proper books of accounts and financing.

3.2 Minutes

- a) The minutes of the previous meeting of the Executive shall be approved at the next committee meeting.
- b) The minutes of a meeting of the members shall be approved at the next meeting of the members.
- c) Once the minutes are approved, either the President or the person who chaired the meeting shall sign the minutes. Once so signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

3.3 Laws and Special Resolutions

The President and the Secretary shall sign any by-laws or any special resolutions passed.

3.4 Role of Members

- a) The Assistant Secretary shall keep a registry of the members.
- b) The registry of members shall consist of an alphabetical list of the names of all the people who are members or have been members of the Association within the last 5 years including their addresses when they were members.

3.5 Registry of Directors

- a) The Secretary shall keep a registry of the Executive Committee members.

- b) The registry of Directors shall consist of a list of the names, addresses and positions occupied by all persons who are or who have ever been Directors, together with the various dates when each became or ceased to be a Director.

3.6 Proper Books of Account

The Association must keep proper records of account including records of:

- 1) all money received or spent by the Association including, when, where and how the money was spent or received.
- 2) all sales and purchases by the Association.
- 3) all assets and liabilities of the Association.
- 4) all other transactions affecting the financial position of the Association.

PART IV TRANSACTIONS

4.1 Contracts

- a) The officers or the Association and any people so authorized by the President in writing may enter into contracts on behalf or the Association.
- b) Contracts required by law to be under seal, such as long term leases and real estate transactions, may be made on behalf or the Association under the Corporation's seal.
- c) Contracts in writing and not required to be under seal, may be signed by any person authorized to enter into contracts on behalf of the Association. The person or persons so signing should sign their names and write beside it on behalf of the Trinidad and Tobago Association of Ottawa.
- d) Verbal contracts not required by law to be under seal or in writing may be entered into by any person authorized to enter into contracts on behalf of the Association. The person or persons so doing should make it clear that they are contracting on behalf or the Association.

4.2 Cheques and Bank Accounts

Any two of the President, Treasurer and Secretary shall be signing officers for any bank accounts the Association maintains.

PART V, TECHNICALITIES

5.1 Notice by Mail

Notice by mail shall be sent to the last known address of the member or Director concerned as recorded in the Association's books. It shall be deemed to have been given when mailed.

5.2 Errors and Omissions

- a) No error or omission in giving notice of any meeting of the Executive or members shall invalidate the meeting or any proceeding at the meeting. However, any person who failed to attend a meeting because of such an error or omission may re-open any matter considered at IJ' that meeting at the next meeting of the Executive or the members that the person attends.
- b) No error or omission in any proceedings of any meeting of the Executive, or members, shall invalidate the meeting or any of the other proceedings at the meeting. However, any member or Director may re-open the proceedings affected at the next such meeting.

PART VI, FINANCIAL YEAR

6.1 Date Unless otherwise ordered by the Executive, the fiscal year of the Association shall terminate on the thirty-first (31st) day of August in each year.