

Coalition of Arab Canadian Professionals and Community Associations

Bylaws

• Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Coalition of Arab Canadian Professionals and Community Associations, hereinafter referred to as (the "Coalition").

Head Office

2. Until changed in accordance with the *Canada Corporations Act* (the "Act"), the Head Office of the Coalition shall be in the City of Ottawa, in the Province of Ontario.

Conditions of Membership

3. Membership in the Coalition shall be limited to Arab Canadian professional persons and community associations prescribing to the framework, objectives, and mandate of the Coalition, and shall consist of any person or association whose application for admission as a member has received the approval of the board of directors of the Coalition. To qualify as a member association, the applicant association must submit a list of names of a minimum of twenty of its own members for consideration by the Coalition. Upon admitting a member association to the Coalition, such association shall communicate to the secretary of the Coalition a list of names of representatives (maximum of five) each of whom will have the right to attend at all meetings of members and exercise, within a specified order of priority, the voting power on behalf of such association.

4. Membership fees shall be determined, from time to time, by the board of directors. Membership fees for community associations shall be, at least, double those for individual members.

5. Any member may withdraw from the Coalition by delivering to the Coalition a written resignation and lodging a copy of the same with the secretary of the Coalition.

6. Any member may be required to resign by an affirmative majority vote, as defined in paragraph 10 herein below, except that in such event the voting will be conducted excluding the member being considered, and such member's vote will neither be exercised nor counted for the purpose of establishing an affirmative majority vote.

Members' Meetings

7. The annual general meeting of members shall be held within 90 days after the end of the Coalition's fiscal year, in the city where the head office of the Coalition is situated.

8. At every annual general meeting, in addition to any other business that may be conducted, the report of the directors, the financial statements and the report

of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and conduct any business at any meeting of members. The board of directors, the president or vice-president shall have power to call, at any time, a special general meeting of members. The board of directors shall call a special general meeting of members on written requisition of members carrying no less than 25% of the voting rights.

9. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where specific business will be conducted shall contain sufficient information to permit each member to form a reasoned judgment on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote.

10. Subject to the provisions of paragraph 6 herein above, an affirmative majority vote, attained by both the consensus of member associations present and the majority of individual members present, shall determine the questions in meetings of members except where the vote or consent of a greater number of members is required by the Act.

11. 50% of members present in person at a meeting will constitute a quorum. At any meeting of members where a quorum is not present, members present can conduct business, consider matters of interest to the Coalition, take decisions, and pass resolutions, provided that any such decisions and/or resolutions will not be binding on the Coalition unless specifically confirmed at a subsequent meeting of members where quorum is present.

12. No error or omission in giving notice of any annual or special general meeting or any adjourned meeting of the members of the Coalition shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address (including e-mail address) of the member, director or officer shall be his last address (including e-mail address) recorded on the books of the Coalition.

Board of Directors

13. The property and business of the Coalition shall be managed by a board of directors, comprised of one association director appointed by each member association and a minimum of three individual directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative majority vote, as defined in paragraph 10 herein, at a meeting of members duly called for that purpose. Directors must be individuals, at least 21 years of age, with power under law to contract. Directors need not be members.

14. The applicants for incorporation shall become the first directors of the Coalition whose term of office shall continue until their successors are elected. At an annual or special general meeting of members after incorporation, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Coalition. Until such election, all powers and authorities of the board of directors shall continue to be vested in the members of the

Coalition, who shall exercise such powers and authorities as if they were the board of directors.

15. Directors shall be elected for a term of one year by members at an annual general meeting of members. Each member association is authorized to appoint one person to serve in the capacity of an association director, and the rest of directors will be elected by individual members of the Coalition.

16. The office of director shall be automatically vacated:

- a. if at a special general meeting of members, a resolution is passed by an affirmative majority vote as defined in paragraph 10 herein, that he be removed from office;
- b. if a director has resigned his office by delivering a written resignation to the secretary or the president of the Coalition;
- c. if he is found by a court to be of unsound mind;
- . upon death;

17. 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.

18. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.

Powers of Directors

19. The directors of the Coalition may administer the affairs of the Coalition in all things and make or cause to be made for the Coalition, in its name, any kind of contract which the Coalition may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Coalition is authorized to exercise and do.

20. The directors shall have power to authorize expenditures on behalf of the Coalition from time to time and may delegate to an officer or officers of the Coalition the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Coalition in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the Coalition, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;

c. to issue or cause to be issued bonds, debentures or other securities of the Coalition and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Coalition, and the undertaking and rights of the Coalition.

21. The board of directors shall take such steps as it may deem requisite to enable the Coalition to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Coalition.

22. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

23. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

Directors' Meetings

24. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written, or e-mail, notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least four (4) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Coalition shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote, provided that each associate director, appointed by a member association pursuant to paragraph 15 herein, shall have the right of veto over any question to be determined by the board of directors at a meeting of the board of directors during which such associate member is present in person.

25. A simple majority of directors in office, from time to time, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Coalition.

Indemnities to Directors and Others

26. Every director of the Coalition and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Coalition, from and against;

a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Officers

27. The officers of the Coalition shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by resolution determine. Any two offices may be held by the same person. Officers need not be directors, or members.

28. Officers, other than the president of the Coalition, shall be elected at an annual general meeting of members and such election shall be confirmed by an affirmative majority vote, as defined in paragraph 10 herein. The president of the Coalition shall be elected by an affirmative majority vote, as defined in paragraph 10 herein, and shall not be a head of a member association.

29. The officers of the Coalition shall hold office for one year from the date of election or until their successors are elected in their stead. Officers may be elected for a maximum of two (2) consecutive terms in the office to which they were elected. Officers shall be subject to removal by resolution of the board of directors at any time.

Duties of Officers

30. The president shall be the chief executive officer of the Coalition. He shall preside at all meetings of the Coalition and of the board of directors. He shall have the general and active management of the affairs of the Coalition. He shall see that all orders and resolutions of the board of directors are carried into effect.

31. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be directed by the board of directors.

32. The treasurer shall have the custody of the funds and securities of the Coalition and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Coalition in the books belonging to the Coalition and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Coalition in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Coalition as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial

position, of the Coalition. He shall also perform such other duties as may from time to time be directed by the board of directors.

33. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the Coalition generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the Coalition, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in such resolution.

34. The duties of all other officers of the Coalition shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

35. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The board of directors shall determine the duties of such committees and may fix by resolution any remuneration to be paid.

Execution of Documents

36. Contracts, documents or any instruments in writing requiring the signature of the Coalition, shall be signed by any two officers, provided that all documents of financial matters are signed by the treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Coalition without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Coalition to sign specific contracts, documents and instruments in writing. The board of directors may give the Coalition's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Coalition. The seal of the Coalition when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Minutes of Board of Directors

37. The minutes of the board of directors shall not be available to the general public but shall be available to the board of directors and all members of the Coalition.

Financial Year

38. Unless otherwise ordered by the board of directors, the fiscal year end of the Coalition shall be December 31st.

Amendment of By-Laws

39. The by-laws of the Coalition not embodied in the Letters Patent may be

repealed or amended by by-law, and any new by-law relating to the requirements of subsection 155(2) of the Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative majority vote, as defined in paragraph 10 herein, at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Auditors

40. The members shall, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Coalition for report to the members at the next annual general meeting. The auditor shall hold office until the following annual general meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors. If the value of all assets of the Coalition does not exceed the sum of \$25,000.00, and if all sources of income during the preceding year do not exceed the sum of \$25,000.00, the members, by an affirmative majority vote as defined in paragraph 10 herein, may waive the requirement to appoint an auditor.

Books and Records

41. The board of directors shall see that all necessary books and records of the Coalition required by the by-laws of the Coalition or by any applicable statute or law are regularly and properly kept.

Rules and Regulations

42. The board of directors may prescribe such rules and regulations not inconsistent with the by-laws of the Coalition relating to the management and operation of the Coalition as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of members when they shall be confirmed by an affirmed majority vote as defined in paragraph 10 herein, and failing such confirmation shall, as of that time, cease to have any force and effect.

Interpretation

43. In all by-laws of the Coalition, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

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