

**CHINESE CULTURAL ASSOCIATION OF NEW BRUNSWICK, INC.**

**CONSTITUTION**

**1. NAME**

The organization shall be called **CHINESE CULTURAL ASSOCIATION OF NEW BRUNSWICK, INC.** [CCANB, for short], hereinafter referred to as the "Association".

**2. STATUS**

The Association shall be defined as a non-profit, non-political and non-sectarian organization.

**3. PURPOSE**

The Association's primary objectives are:

- a. To conduct classes teaching Chinese language and culture;
- b. To foster the growth of Chinese culture and promote multiculturalism in Canada;
- c. To foster friendship and association among Canadians of Chinese ethnic origin in the Province of New Brunswick;
- d. To promote understanding and goodwill between Chinese-Canadians and other Canadian citizens in New Brunswick; and
- e. To operate in the City of Fredericton and serve the Greater Fredericton and other areas in the Province of New Brunswick.

## **BY-LAWS**

### **HEAD OFFICE AND JURISDICTION**

1. (a) The Head Office of the Association shall be in the City of Fredericton, in the County of York and Province of New Brunswick and, at such place therein as the Directors of the Association may from time to time by resolution determine.

(b) The Association is to have no capital stock and is to issue no share certificates but may acquire real and personal property to a cost value which shall be unlimited.

### **SEAL**

2. The Seal, an impression of which is stamped in the margin hereof, shall be the Seal of the Association.

### **BOARD OF DIRECTORS**

3. The affairs of the Association shall be managed by a Board of **nine** (9) Directors, as follows:

- **PRESIDENT** (and Chairperson of the Board);
- **1<sup>ST</sup> VICE-PRESIDENT**, internal;
- **2<sup>ND</sup> VICE-PRESIDENT**, external;
- **SECRETARY**;
- **TREASURER**;
- **1<sup>ST</sup> EDUCATION OFFICER**;
- **2<sup>ND</sup> EDUCATION OFFICER**;
- **PUBLIC RELATIONS OFFICER**; and
- **GENERAL MANAGER**.

4. The qualification of a Director shall be the holding of a membership in the Association.

5. (a) A Director's term of office shall be **two** (2) years from the date of the meeting at which **he/she** is elected until the annual meeting for elections next following or until his/her successor is elected or appointed. So long as a quorum of Directors remain in office, any vacancy occurring in the Board may be filled by resolution by such Directors as remain in office. A person appointed to fill a vacancy in the Board by such Directors as remain in office shall hold office for the balance of the unexpired term of the vacating Director.

(b) All acts done **Bona Fide** by any meeting of the Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any Director, be as valid as if every director had been duly elected or appointed.

6. The office of Director shall **Ipsa Facto** be vacated if by notice in writing to the Association, accepted by resolution of the Board, he/she resigns his/her office.

7. A Director shall be deemed to have offered his/her resignation by notice in writing to the Association if he/she fails to attend three (3) consecutive duly called meetings of the Association without being excused by the Board.

8. (a) Members of the Board of Directors shall be elected at the annual meeting of the Association in an election year. Each adult member present at the annual meeting shall have one vote for each vacancy existing in the Board of Directors. The **nine** (9) representatives of the General Assembly of the Association with the highest number of votes will be elected to the Board. Should any of the positions on the Board of Directors not be filled by election at the annual meeting in an election year, the members elected to the Board may by resolution fill the existing vacancies.

(b) To be elected, individuals:

i. must be an adult member in good standing in the Membership Registry of the Association;

ii. must be present at the annual meeting and be nominated and seconded from the floor; and/or

iii. must have previously indicated their willingness to serve on the Board of Directors in writing and be nominated and seconded from the floor.

9. Meetings of the Board of Directors may be held at any place and no formal notice shall be necessary if all the Directors are present, or if the Director absent has signified his/her consent to such meetings. In other cases, Directors' meetings may be formally called by the Chairperson, or by the Secretary on the direction of the Chair. Notice of such meeting shall be delivered to each Director in accordance with the respective contact information in the Association Registry not less than **two** (2) days before the meeting is to take place.

10. The first meeting of the Board of Directors shall be held immediately following the election of Directors at an annual or special general meeting of members called in an election year and no notice of such meeting shall be necessary to the newly elected

Directors in order legally to constitute the meeting provided a quorum of Directors is present.

**11. Five** (5) of the Directors shall form a quorum for the transaction of business at any meeting of the Board. Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairperson of the meeting will not vote except in the event of an equality of votes.

### **OFFICERS**

**12.** The Officers of the Association shall be the President (or Chairperson), the Secretary and the Treasurer of the Board of Directors, and such other officers as elected or as the Board of Directors may by resolution appoint.

**13.** The Chairperson shall preside at all meetings of the Association and of the Board of Directors.

**14.** In the absence or inability of the Chairperson to function, he/she may delegate his/her authority to one of the other members of the Board of Directors.

**15.** The Secretary shall attend all sessions of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose and the Secretary shall be the custodian of the Seal of the Association and of all papers, books and records belonging to the Association which he/she shall deliver only when authorized by a resolution of the Board so to do and to such person as may be named in the resolution and he/she shall be Secretary of all meetings of Directors and members. In his/her absence or inability to act, the Board of Directors may appoint a member of the Board to act in his/her stead.

**16.** The Treasurer shall ensure that full and accurate accounts are kept of receipts, disbursements, funds and investments of the Association and shall be responsible for the Association's banking and general financial business and for the preparation of financial statements annually and as required by the Board of Directors. In his/her absence or inability to act, the Board of Directors may appoint a member of the Board to act in his/her stead.

**17.** The Board of Directors, by resolution, may appoint an Executive Director who shall be a full-time member of the Association and may be delegated such appropriate powers, duties and functions by the Board of Directors as the Board of Directors may from time to time decide.

### **MEMBERSHIP**

**18.** Membership in the Association shall be open to all legal residents of New Brunswick who fill out the appropriate form of application as specified by the Board of Directors and pay the prescribed membership dues for the year.

**19.** A member may resign his/her membership in the Association by notice in writing to the Secretary of the Association and the Secretary shall remove from the Association Registry the name of any resigning member.

**20.** The Board may, by resolution, prescribe different categories of membership from time to time but only adult members are eligible to vote at the Annual General Meeting and/or Special Meeting of the Association.

### **THE GENERAL ASSEMBLY**

**21.** (a) The annual meeting of members of the Association shall be held in the City of Fredericton at least once during each calendar year on a day to be determined by the Chairperson.

(b) A special general meeting of members of the Association shall be held for the transaction of business whenever:

i. the Chairperson so directs; or

ii. **twenty** (20) adult members in good standing of the Association in writing request the Chairperson to call a special general meeting. No additional items may be added to the agenda of a special general meeting and, in case of no quorum, the special general meeting shall be withdrawn.

**22.** Members shall be notified in writing at least **seven** (7) days in advance of a general members' meeting or by such reasonable notice as the Board of Directors may by resolution determine. Such notice shall be delivered in accordance with the respective contact information in the Membership Registry of the Association.

**23.** Meetings of members may be held at any time and place without notice if:

(a) all adult members of the Association are present thereat; and/or

(b) those members absent have waived notice orally or in writing; and

at any such meetings any business may be transacted which the Association at a duly called meeting of the members may transact.

**24.** A quorum for a meeting of members shall be the attendance of at least **twenty** (20) adult members of the Association and, in case of no quorum, the annual general meeting shall be rescheduled.

**25.** At all meetings of members, each adult member in good standing shall be entitled to **one** (1) vote, but the Chairperson will not vote except in the event of an equality of votes.

**26.** At all meetings of members, every question shall be decided by the members in the first instance by an oral vote, then by a show of hands unless a secret ballot be demanded.

**27.** Unless a secret ballot be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The results as declared by the Chairperson shall be deemed the decision of the Association in the general meeting upon the matter in question.

**28.** If a secret ballot be demanded and not withdrawn, then such secret ballot shall be taken in such manner as the Chairperson shall direct and the results of such secret ballot as declared by the Chairperson shall be deemed the decision of the Association in the general meeting upon the matter in question.

**29.** The order of business for the annual general meeting of the members of the Association shall be as follows:

- (a) Chairperson shall preside and call the meeting to order;
- (b) Reading and disposal of the minutes of the preceding meeting;
- (c) Business arising out of the minutes;
- (d) Written reports of committees;
- (e) Written reports of Directors (and Executive Director, if any);
- (f) Consideration of financial statement;
- (g) Unfinished business;
- (h) Election of Directors;



- (i) New business;
- (j) Adjournment.

### **MISCELLANEOUS**

- 30.** All major projects undertaken by the Association shall be approved by a resolution of a duly constituted meeting of the general membership.
- 31.** All contracts, documents or instruments in writing as require execution by the Association shall be executed by the Chairperson or, when more than one signature is required, then by such number or numbers of officers as designated by the Chair and duly approved by resolution of the Board.
- 32.** The Association's bank accounts shall be kept in such bank or banks or trust companies as the Directors may from time to time determine and the operation of such accounts shall be regulated by the Board of Directors as they may from time to time determine.
- 33.** The Board of Directors may by resolution appoint any person to represent the Association on any particular occasion or in respect of any matter whatsoever.
- 34.** The fiscal year of the Association shall end on a day to be determined by resolution of the Board of Directors. The Board of Directors may from time to time appoint a firm of Chartered Accountants to be auditors of the Association.

**35.** Upon request in writing by a member of the Association, all books of the Association, including all Association financial records, shall be available for review by that member within 48 hours of the time the request was made.

### **INDEMNIFICATION OF DIRECTORS**

**36.** Every Director, his/her heirs, executors, estate and affects, respectively, may from time to time and at all times be indemnified and save harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and also from and against all reasonable costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default, about or in relation to his/her duties as a Director of the Association.

### **CHANGING BY-LAWS**

**37.** The members of the Board may from time to time repeal, amend and re-enact the by-laws of the Association. Notice of Motion to change the by-laws must be given at the meeting of the Board immediately preceding the meeting at which the change will be proposed. A **two-thirds** (2/3) majority of adult membership shall be necessary to affect a change in a by-law and any change must be ratified at the annual or special annual meeting next after such action is taken by the Board.