

IGBO CULTURAL ASSOCIATION OF SASKATCHEWAN INC.

CONSTITUTION AND BYLAWS

P R E A M B L E

- A. The name of the Association is Igbo Cultural Association of Saskatchewan Inc. (ICAS).
- B. The Association is a cultural, charitable, non-political, non-religious and non-profit organization.
- C. The Headquarters of the Association shall be in the City of Regina.
- D. **VISION:** The vision of the Igbo Cultural Association of Saskatchewan Inc. is to become a model socio-cultural organization committed to the progress and advancement of the Province of Saskatchewan and the Igbo Homeland through the pursuit of its objectives
- E. **MISSION:** Guided by the Igbo ethics of hard work, integrity, respect for self and others, the mission of the Igbo Cultural Association of Saskatchewan Inc. is to achieve its vision through dedicated cultural, educational, charitable, social and economic programs and activities.
- F. The objects of the Association are to:
- 1.Promote Igbo Language and Culture.
 - 2.Advance Igbo Community interests in the Province of Saskatchewan.
 - 3.Promote the Welfare of Members.
 - 4.Promote cultural diversity and understanding through active cooperation with other cultural associations in the Province of Saskatchewan.
 - 5.Undertake cultural, charitable, social and economic activities beneficial to members and other sectors of society.
- G. **SUPREMACY CLAUSE:** Subject to the provisions of the Canadian Constitution and the *Non-profit Corporations Act, 1995* of the Province of Saskatchewan, the provisions of this Constitution and Bylaws of the Igbo Cultural Association of Saskatchewan Inc shall supersede any other rules, regulations or Implementation Guidelines of the Association.

1. DEFINITION OF TERMS

In this Constitution and By-Laws:

- 1.1 **“Association / ICAS”** shall mean the Igbo Cultural Association Of Saskatchewan Inc.
- 1.2 **“Constitution and By-Laws”** shall mean the Constitution and By-laws of the Igbo Cultural Association of Saskatchewan as amended from time to time.
- 1.3 **“Igbo”** shall mean a person whose first language is Igbo; a person who by birth or adoption has one or both parents who are Igbo; a woman married to an Igbo; and the language of the Igbo Ethnic Group in Saskatchewan. Historically, the Igbo ethnic group traces its origins to the Igbo people of Nigeria.
- 1.4 **“He/His/She/Her”** shall mean the male and female gender.
- 1.5 **“Member”** shall mean a Full, Associate or Under-aged member of the Association.
- 1.6 **“Full member”** shall mean any person of Igbo origin as defined in section 1.3 hereof upon the payment of prescribed registration fee. Full membership entitles the member to full voting and election rights.
- 1.7 **“Associate member”** shall mean any individual, group or association resident in Saskatchewan sponsored for membership by two or more members and approved by the Executive Council upon payment of prescribed registration fee and annual dues. Associate membership entitles the member to all privileges of membership except the privileges of voting on constitutional questions, on the election of officers and vying for elective office.
- 1.8 **“Under-aged Member”** shall mean a child of a Full or Associate member who is registered with the association. Under-aged members shall be exempt from payment of all levies and dues and shall have no voting or election privileges.
- 1.9 **“General House/Entire House/General Assembly”** shall mean the entire membership.
- 1.10 **“Executive/Executive Council”** shall mean the highest Governing Body of the Association made up of current elected officers, the immediate past president, appointed members and constitutionally prescribed members.
- 1.11 **“Member of the Executive/Executive Council”** shall mean a current elected Officer of the Association, a properly appointed member and the immediate past president as stipulated in the Constitution.
- 1.12 **“Special Resolution”** shall mean a resolution proposed and passed as a Special Resolution at a General or Special Meeting
- 1.13 **“Special Meeting”** shall mean a Meeting called in accordance with section 4.2 to address a Special Resolution.
- 1.14 **“Emergency Meeting”** shall mean a Meeting convened to address a specific emergency.

- 1.15 **“Good Standing”** shall mean a condition in which a member does not owe the Association any membership, annual or other dues.
- 1.16 **“Quorum”** shall mean simple majority except as may be provided in other Sections of the constitution.
- 1.17 **“Simple Majority”** shall mean fifty percent (50%) + 1 of all registered full members.
- 1.18 **“Annual General Meeting/AGM”** shall mean the last General meeting of the calendar year.

2. MEMBERSHIP

- 2.1 Full or Associate membership shall be open to qualified persons, eighteen years or older, living in the Province of Saskatchewan as defined in sub-sections 1.3, 1.6, 1.7 and 2.3 hereof
- 2.2 In a consummated divorce, an individual non-Igbo member formerly married to a member shall retain his membership.
- 2.3 Except as provided in section 1.8, all persons eligible for admission to membership shall pay non-refundable registration fees and annual dues as prescribed by the Executive Council and approved by the General Assembly.
- 2.4 Membership annual dues shall be prorated and new members shall pay only the portion applicable from the date they registered and became admitted to membership

3. ORGANIZATION AND GOVERNMENT

3.1 THE COUNCIL OF ELDERS

- 3.1.1 There shall be a standing Council of Elders consisting of only Full members in good standing.
- 3.1.2 The role of the Council of Elders shall be advisory in nature
- 3.1.3 Every member of the Council shall have attained a minimum age of sixty (60) years
- 3.1.4 The Council shall, at all times imbue its actions with impartiality to render equitable counsel on community matters
- 3.1.5 As the repository of Igbo culture and traditions, the Council of Elders shall offer counsel to the Executive Council to ensure equity, fairness and transparency in the running of the Association
- 3.1.6 The Council shall review all disciplinary cases resulting in suspension or termination of membership in the Association and report its findings and decision which shall be binding on the Executive Council except as provided in subsection 6.1.10
- 3.1.7 The Council of Elders shall assist the Association with conflict mediation and resolution, in

keeping with the cultural traditions of the Igbo Community.

- 3.1.8 The role of the Council of Elders in conflict mediation and dispute resolution shall be as prescribed under Section 10
- 3.1.9 The Council of Elders shall assist the Executive Council in welcoming new Igbo residents to the Province of Saskatchewan and in acquainting them with the activities of the Association.
- 3.1.10 The Council may from time to time, at the invitation of the Executive Council, advise the youth on cultural issues of interest and concern to the Igbo Community.

3.2 THE EXECUTIVE COUNCIL

- 3.2.1 The Association shall be managed by a duly constituted Executive Council, which shall be the highest policy making body of the association
- 3.2.2 The Executive Council shall consist of current elected Officers, the immediate past president, members appointed by the president and approved by the Executive Council and constitutionally prescribed members.
- 3.2.3 Members of the Executive Council shall be in good financial standing in the Association at all times.
- 3.2.4 Elected Officers shall serve a term of two years and shall be eligible for re-election.
- 3.2.5 An elected officer shall not serve longer than two consecutive terms in the same position, except where the position requires specialized skills as may be determined by the Executive Council, subject to the approval of the General Assembly.
- 3.2.6 The term of appointed members of the Executive Council shall co-terminate with the elected tenure of the appointing authority.
- 3.2.7 Service on the Executive Council shall not be remunerated.
- 3.2.8 Loss of Executive Council membership shall occur when a member, without explanation, fails to attend three successive Executive meetings.
- 3.2.9 Vacancies in elected positions on the Executive Council shall be filled by the President in the interim, pending ratification of the same at the next General Meeting.

3.2.10 DUTIES OF THE EXECUTIVE COUNCIL

Without prejudice to provisions of the *Non-profit Corporations Act, 1995* of the Province of Saskatchewan and of this Constitution, and without constricting in any manner, the intent of both, the Executive Council shall among others, exercise the following responsibilities

- i. Execute the vision and mission of the Association.

- ii. Adopt implementation guidelines for effective operation of the Association.
- iii. Keep, maintain and safeguard all records and properties of the Association.
- iv. Discharge all obligations including indemnification of persons for liabilities associated with the affairs of the Association.
- v. Present an Annual Operating Budget to the General Assembly at the First General Meeting of each Fiscal Year.
- vi. Hire, retain, fire or discharge any person in the administrative employ of the Association.
- vii. Raise, borrow or invest with a simple majority approval of the Executive Council, any funds needed to efficiently run the Association.
- viii. Outline acts that shall be deemed inimical to the interests of the Association and set corresponding fines and penalties, in addition to the provisions of section 6.2
- ix. Defend the interests of the Association and where necessary, hire a lawyer to achieve this end.
- x. Develop programs to foster and promote unity among members of the Association.
- xi. Build bridges of cooperation and understanding between Igbo Culture and other Cultures in the Province of Saskatchewan
- xii. Promote education in and knowledge of Igbo Language and Culture among members and in the community.
- xiii. Delegate authority and responsibilities to Committees or person(s) appointed or hired by the Council to oversee any project for the Association.
- xiv. Appoint a Property Manager to manage the properties of the association.

3.2.11 MEETINGS OF THE EXECUTIVE COUNCIL

- i. The Executive Council shall meet, at least, one week before each scheduled General Meeting; at the instance of the President or at the written request signed by any four (4) Executive Council members in good standing addressed to the President, outlining clearly the purpose for the meeting.
- ii. Quorum for any regular Executive Council meeting shall be simple majority.
- iii. At least fifteen (15) days prior to an Executive Council Meeting, the Secretary shall by regular or electronic medium deliver to each Executive Council Member, a notice setting forth the date, venue, time and agenda of the meeting.
- iv. Emergency meetings on short notice to address any specific emergency shall be held by the members of the Executive Council in attendance

- v. Where the attendance at the meeting called in subsection 3:2:11 (iv) hereof is lower than simple majority, decisions reached at such meetings shall be ratified by simple majority vote at the next regularly called meeting of the Executive Council, otherwise they shall be null and void.
- vi. Voting on Executive Council decisions shall be by a show of hands unless a secret ballot is requested by at least three members of the Council.
- vii. The President shall break any and all ties by casting a deciding vote in all decisions of the Executive Council.

3.3 OFFICERS AND RESPONSIBILITIES

- 3.3.1 The Officers of the Association shall be a President, a Vice-President, a Secretary, an Assistant Secretary, a Financial Secretary, a Treasurer, a Social Secretary and a Public Relations Officer (PRO).
- 3.3.2 The President shall be the Chief Executive Officer of the Association. He shall be ex-officio a member of all appointed Committees of the Association. When present, he shall preside at all meetings and affairs of the Association and of the Executive Council. He shall confirm with the Secretary that a quorum is present before conducting any business of the association. He shall enforce all regular resolutions, orders and decisions of both the General House and the Executive Council. He shall have power to call an emergency Executive Council or General meeting. He shall prepare regular Quarterly Reports on the activities of the Association and an Annual State of the Association Report and cause written copies to be delivered to all members in good standing prior to the Quarterly and Annual General Meetings respectively. He shall co-sign all official documents of the Association with the Secretary. The President shall be one of the authorized signatories to the bank account of the association.
- 3.3.3 The Vice-President shall preside at General and Executive Council meetings in the absence of the President. He shall be one of the authorized signatories to the bank account of the association. In the event of death or incapacity of the President, he shall assume his office, powers and responsibilities until a new President shall have been elected at the next General Meeting. The Vice President shall be the Chairman of the Igbo Language and Cultural School Board. He shall perform such other duties as may be delegated by the president.
- 3.3.4 The Secretary shall be the Chief Custodian of all Association records, including the Official Seal and the Constitution and Bylaws. He shall attend and accurately record the Minutes of General and Executive Council meetings. He shall cause notices of Executive Council, General Assembly and other meetings to be properly delivered to members as prescribed in the constitution. He shall jointly with the President, authenticate by signature whenever the Seal is used. The secretary shall keep records of and respond to all official communications and correspondence of ICAS except those that elate to financial matters. The Secretary shall inform the Council of Elders of any member suspension or termination no later than ten (10) days after the decision by the Executive Council.

- 3.3.5 The Assistant Secretary shall assist the Secretary in fulfilling his duties as the Secretary may delegate from time to time. He shall exercise all powers and discharge the responsibilities of the Secretary in his absence or incapacity. He shall maintain the postal box of the association, retrieve and promptly transmit all mail to proper officers for action.
- 3.3.6 The Financial Secretary shall be the Chief Financial Officer of the Association. He shall keep the Financial Records and Books of Accounts of the Association. He shall receive all monies and instruments and cause receipted transfer of the same to the Treasurer. He shall present, at the direction of the Executive Council, the Annual Operating Budget at the First General Meeting of each year. He shall present to the AGM, an interim financial report of activities for the current year. He shall provide copies of the interim Financial Statements to members not later than two weeks before the Annual General Meeting. He shall, pursuant to section 8:7 of the Constitution, submit to the First General Meeting of each year, a comprehensive Financial Report on the state of the finances of the Association for the immediate past year. He shall file the financial statements and the annual information return with the government before the expiration of prescribed deadline. The Financial Secretary shall be one of the authorized signatories to the bank account of the association.
- 3.3.7 The Treasurer shall be the custodian of all funds owned by the association. He shall receive all monies from the Financial Secretary, receipt and deposit them in approved financial institutions. He shall maintain detailed records of all funds disbursed for authorized expenditures of the Association. He shall sign for deposit, all bills, cheques and other instruments and shall be one of the authorized signatories to the bank account. He shall make available to the Financial Secretary, all documents necessary for the preparation of the Annual Budget and such other Financial Statements as provided in Sections 3.3.6 and 8.4 hereof.
- 3.3.8 The Social Secretary shall oversee all socio-cultural functions, including meetings of the Association. She shall keep complete record of revenues and expenditures on all activities and submit the same to the Financial Secretary to aid the preparation of financial reports at the conclusion of activities. She shall prepare official event reports, including the financial report of the Financial Secretary and cause the same to be distributed to the members not later than sixty (60) days after the completion of an event or activity.
- 3.3.9 The Public Relations Officer (PRO) shall be the Chief Public Image Maker and Spokesperson for the Association. He shall be responsible for creating positive public view of the Association. He shall cause the holding of Workshops, Seminars, Conferences and such other similar events to promote favourable public awareness of the Association. He shall oversee the publication of a culturally informative and educational Periodical. The PRO shall maintain and manage the website of the association. The Public Relation Officer shall assist the president in maintaining order at all association's meetings and functions.
- 3.3.10 The Immediate Past President of the Association shall serve as member of the Executive Council for a non-renewable term of two years, with all the rights as other members of the Council.

3.4 ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

- 3.4.1 The officers of the Association shall be elected at the Annual General Meeting of the second year in the tenure of any Executive Council.

- 3.4.2 If for any reason or emergency the election of officers is not conducted at the AGM in an election year, the Secretary shall act as sole Caretaker of the Association until new officers are elected no later than three weeks after the AGM.
- 3.4.3 The Returning Officer shall be a member of the Council of Elders who is not contesting any elective office.
- 3.4.4 Nominations for elective office shall be from the Floor; shall be seconded and nominees shall accept their nomination before the vote shall be taken
- 3.4.5 Officers shall be elected by secret ballot from among eligible members as defined in sections 1.6 and 1.7
- 3.4.6 In a tie, a run-off election shall be conducted for the candidates with the highest, but equal number of votes
- 3.4.7 An officer shall be deemed to have vacated his office following his absence from Executive Council meetings as prescribed in subsection 3:2:8
- 3.4.8 Any Officer or member of the Executive Council on trial for fraud or criminal misconduct shall take an automatic leave of absence from his duties until the case against him shall have been decided by the court
- 3.4.9 If an officer on trial as provided in subsection 3.4.8 is acquitted, the officer shall resume his duties if the term of the Executive Council of which he is a member has not lapsed.
- 3.4.10 Any Officer or member of the Executive Council convicted of a criminal offence shall be deemed automatically resigned from office when his conviction becomes final and executory.
- 3.4.11 Vacancy in any elected office shall be filled by Presidential appointment until a new officer is elected at the next General Meeting.
- 3.4.12 An Officer or a member of the Executive Council who violates any provisions of the constitution shall be relieved of her office by a simple majority vote of all members present at a meeting.
- 3.4.13 A member shall have the right to move a Motion for a vote of no confidence in any elected officer or in the Executive Council with full explanation of the motion.
- 3.4.14 A Motion for a vote of no confidence shall be seconded before it can stand as a Motion.
- 3.4.15 An officer shall be deemed resigned from office with the passage of a motion for a vote of no confidence as provided in section 3.4.12 hereof
- 3.4.16 Where the vote of no confidence is passed on the entire Executive Council, members present at the meeting shall elect a three-member Caretaker Committee, which shall call general elections within ninety (90) days
- 3.4.17 An officer shall lose his elected position as prescribed in section 9.4 of the constitution

3.5 CONSTITUTIONAL COMMITTEES

There shall be three constitutional bodies namely, the Council of Elders, the Igbo Language and Cultural School Board and the Homeland Development Committee.

3.5.1 THE COUNCIL OF ELDERS - there shall be a Council of Elders with role as prescribed in Sections 3.1 and 10 of the constitution.

3.5.2 THE IGBO LANGUAGE AND CULTURAL SCHOOL BOARD

- i. The Igbo Language and Cultural School shall be administered by the Igbo Language and Cultural School Board.
- ii. There shall be three members of the Board, one of whom shall be the Vice President of the Association; the two other members of the Board shall be appointed by the President and approved by the Executive Council
- iii. The Vice President of the Association shall be the Chairman of the Igbo Language and Cultural School Board
- iv. There shall be a head teacher of the school known as Principal, who shall report to the School Board
- v. The School Board shall submit an annual operating budget to the Executive Council through the Financial Secretary, as part of the annual budget preparation of the Association
- vi. The School Board shall, through the Chairman submit to the Executive Council, no later than February 15th of each year, a comprehensive Financial Report of the School operations for the immediate past year.

3.5.3 HOMELAND DEVELOPMENT COMMITTEE

- i. There shall be a Homeland Development Committee charged with the administration of the Homeland Development Program and the Saskatchewan Community Support Program.
- ii. The Committee shall consist of five (5) members chosen by the General Assembly
- iii. The Committee shall establish the level of funding for and the criteria for qualifying projects under the two Programs.
- iv. The criteria established in subsection 3.5.3 (iii) hereof shall be adopted in policy and implementation guideline approved by the General Assembly
- v. In establishing the criteria in subsection 3.5.3 (iii) hereof, the Committee shall be guided by the highest principles of equity and fairness to the constituent membership of the association.

- vi. The Committee shall qualify projects for implementation subject to the approval of the Executive Council

3.5.4 **OTHER COMMITTEES** The Executive Council may, from time to time, appoint committees on other aspects of the Community's life, including but not limited to Discipline, Fundraising, Events Planning and Organizing, and Youth Welfare.

4. MEETINGS OF THE ASSOCIATION

4.1 GENERAL MEETINGS

- 4.1.1 Regular General Meetings shall be held four (4) times a year, in the months of March, June, September and December; in the City of Regina, in the Province of Saskatchewan. The Board may direct that a General Meeting be held in the month preceding or following the month for which it is specified herein, if it determines that it will be more convenient for members.
- 4.1.2 At least fifteen (15) days prior to a General Meeting, the Secretary shall by regular or electronic medium deliver to each Member, a notice setting forth the date, venue, time and agenda of the meeting.
- 4.1.3 Quorum for all General Meetings shall be fifteen percent (15%) of all registered full members. Where there is no quorum formed at the time set for the commencement of a meeting, the President may delay the start of the meeting by no more than thirty (30) minutes. After thirty minutes, the meeting shall commence and the members present shall constitute the quorum for the meeting
- 4.1.4 In the absence of the President and the Vice President, the next available member of the Executive Council in the order outlined in subsection 3:3:1 shall preside.
- 4.1.5 All decisions of the Association except as provided under other specific Sections of the constitution shall be by simple majority of members present at the meeting.
- 4.1.6 Voting shall be by a show of hands unless a secret ballot is requested by at least three members.
- 4.1.7 In a tie vote, the president shall cast the tie-breaking vote.
- 4.1.8 The Last General Meeting of the year shall be the Annual General Meeting (AGM).
- 4.1.9 The Annual General Meeting shall be held on a day in the month of December of every year to maximize attendance by members.
- 4.1.10 The Annual General Meeting shall receive and consider the Reports of the President and the Financial Secretary and shall appoint or decide to not appoint an auditor as provided in sections 8.5 and 8.7; and transact such other business as may be put before the meeting.

4.2 SPECIAL MEETINGS

- 4.2.1 Special meetings of the Association shall be called at the direction of the President or upon the written request to the President signed by eight (8) members, stating the object of the Special Meeting.
- 4.2.2 The method of notification, voting and quorum for a Special Meeting shall be the same as for a General Meeting.

4.3 EMERGENCY GENERAL MEETINGS

- 4.3.1 Emergency General Meetings on short notice shall be called only by the President to address an emergency.
- 4.3.2 Quorum at an Emergency General Meeting shall be the members in attendance.
- 4.3.3 Decisions reached at an Emergency General Meeting shall be ratified at a subsequent Special or General Meeting; otherwise they shall be null and void.

5. CODE OF CONDUCT

- 5.1 The official languages of deliberations at meetings shall be Igbo and English.
- 5.2 Members shall observe decorum at all times.
- 5.3 Any member bearing a grievance against another member shall initiate the grievance mediation process as prescribed in section 10.4 of the constitution.

6. MEMBER RESPONSIBILITY, DISCIPLINE, OFFENCES AND PENALTIES

6.1 MEMBER RESPONSIBILITIES

- 6.1.1 All members shall undertake the responsibility to promote the interests and objectives of the association within the Province of Saskatchewan and beyond as may be necessary.
- 6.1.2 Members shall be disciplined for any and all conduct inimical to the objectives of the Association.
- 6.1.3 Members shall support the association at all times through maintenance of good financial standing and active participation in the activities of the association
- 6.1.4 Except as provided in subsection 6.1.5 hereof, members shall pay their membership dues and levies, in full or by instalment, within nine months of the year in which they are levied.
- 6.1.5 New members who joined during the year shall pay all dues before the end of the year of their admission to membership.

- 6.1.6 Members with unpaid dues and levies at the end of the periods as prescribed in subsections 6.1.4 and 6.1.5 hereof shall be deemed delinquent and shall be removed from the roster of active members of the association
- 6.1.7 Delinquent members shall be inactivated and removed from the active distribution list of all official communication of the association except for communication related to resolving their delinquency.
- 6.1.8 A member shall automatically lose his membership in the association if he has dues outstanding for longer than eighteen (18) months at any time.
- 6.1.9 The Financial Secretary shall render a report to the Executive Council for the determination of members' status pursuant to the mandate of subsection 6.1.8 hereof.
- 6.1.10 A member who loses her membership as stipulated in subsection 6.1.8 shall have no right of appeal through the Council of Elders
- 6.1.11 Loss of membership as provided under this Section shall result in the loss of all rights and privileges of membership
- 6.1.12 Loss of membership due to non-payment of dues and levies by the former member shall be reinstated upon reapplication and full payment of all arrears owed to the association

6.2 DISCIPLINE, OFFENCES AND PENALTIES

Member discipline shall be promoted in and at all the functions and meetings of the association. The following shall constitute acts of indiscipline for which penalties shall be defined in policy guidelines:

- 6.2.1 Use of profanity or other derogatory and abusive language during association meetings and functions
- 6.2.2 Inappropriate finger pointing or other similar offensive, disrespectful physical gesture towards a member
- 6.2.3 Uttering threat(s) against a member
- 6.2.4 Disorderly behavior such as fighting at meetings or association functions
- 6.2.5 Refusal by a member to abide by properly adopted decision(s) of the association
- 6.2.6 Misrepresentation of the Association and other acts that tarnish the image of the association
- 6.2.7 Embezzlement or misappropriation of Association funds or property
- 6.2.8 Other acts as may be defined in policy by the Executive Council or an appointed Committee and approved by the General Assembly

6.3 MEMBERS' RIGHT TO DUE PROCESS

- 6.3.1 Before any officer or member shall be suspended, expelled or impeached, he shall, using his last known address, be invited in writing to appear on a stipulated date, before the Executive Council or appointed Committee to answer the complaint against him.
- 6.3.2 Where a member invited pursuant to section 6.3.1 hereof fails to appear on the stipulated date, the Executive Council or Committee shall give him a second chance within sixty days. The Executive Council or Committee shall enter a decision in absentia where the member fails to appear after this second invitation.
- 6.3.3 Where an appointed Committee made the decision in subsection 6.3.2 hereof, the decision shall be submitted to the Executive Council for review and final decision.
- 6.3.4 The Secretary shall send a formal communication of the change in membership status, in writing to any suspended or terminated member and to the Chairman of the Council of Elders
- 6.3.5 Any terminated and expelled member shall have the right of appeal before the Council of Elders as provided in section 10.1.
- 6.3.6 To regain membership in the Association, an expelled member may reapply for admission to the Executive Council no less than six (6) months after his expulsion

7. CULTURAL, EDUCATIONAL, SOCIAL, CHARITABLE AND ECONOMIC ACTIVITIES

- 7.1 The association shall operate an Igbo Language and Cultural School under a Board as provided in subsection 3.5.2 to promote the language and culture of the members of the association
- 7.2 The association shall develop and run a Homeland Development Program (HDP) dedicated to the development of the Igbo Homeland
- 7.3 Funding under the Homeland Development Program shall be geared towards Health, Education, Water and other development projects qualified by the Committee and approved by the Executive Council
- 7.4 The beneficiary communities under the HDP shall be those represented by the membership of the association
- 7.5 The association shall develop and run a Saskatchewan Community Support Program (SCSP) under a Committee as provided in subsection 3.5.3 to provide support to charitable programs and groups in the Province of Saskatchewan.
- 7.6 To create and foster understanding of the Culture and Heritage of the Igbo Community, a day every second year shall be celebrated as *IGBO CULTURAL DAY* with activities that highlight and promote Igbo culture.

- 7.7 Social visits in cases of child births, baptisms, weddings, graduations, exemplary academic achievements, anniversaries, funerals and such other occasions shall be made in accordance with Igbo culture and traditions.
- 7.8 An End-of-Year Party shall be organized for a date in December of each year for members' families and their friends
- 7.9 Active interaction shall be promoted with other Igbo Cultural Associations across North America.
- 7.10 Beneficial cultural, educational, social and economic contact and cooperation with other cultural associations shall be promoted.
- 7.11 Award ceremonies shall be organized to recognize positive contributions to programs and projects of the Association by Members or Friends of the Association.
- 7.12 Not-for-profit endeavours like project-specific fund drives, raffle draws, ticket sales, bingos and casinos shall from time to time be undertaken to fund the programs of the Association.

8. FINANCES AND AUDITS

- 8.1 A one-time admission or registration fee and an annual membership fee shall be set for the Full and Associate classes of membership at amounts stipulated from time to time by the Executive Council and approved by the General Assembly.
- 8.2 The fiscal year of the Association shall run from January 1st to December 31st of each year.
- 8.3 The authorized signatories to the bank account of the association shall be the President, the Vice-President, the Financial Secretary and the Treasurer
- 8.4 The Financial Secretary shall conduct periodic reviews of members' financial status and shall send notices to those members with delinquent accounts.
- 8.5 The books, accounts and all financial records of the Association shall be audited and financial statements prepared once a year by an independent professional accountant appointed by the Executive Council or a person appointed by the Executive Council and approved by the Director of the Corporations Branch of the pertinent Ministry of the Government of Saskatchewan.
- 8.6 The remuneration of the Auditor appointed pursuant to sub-section 8:5 hereof shall be approved by a simple majority of a regular meeting of the Executive Council.
- 8.7 The Association may by a vote of two-thirds (2/3) of all the members waive the requirement of subsection 8:5 hereof and mandate the Financial Secretary to prepare the Financial Statements for approval by the Executive Council and filing with the proper government agency as required by the *Non-profit Corporations Act, 1995* of the Province of Saskatchewan.
- 8.8 The Executive Council shall present to the General House at the First General Meeting of each Fiscal Year, a comprehensive Financial Report on the state of the finances of the Association for the

immediate past year. The Financial Report shall include the Financial Statements prepared pursuant to either subsection 8:5 or 8:7 hereof.

8.9 No member of the Association shall sell any assets of the Association without the prior approval of the Executive Council.

9. ACCESS TO INFORMATION BY MEMBERS

9.1. Every member shall, no later than ten (10) days after a written request shall have been delivered to the relevant Officer and the President, be given complete access to inspect any books or records of the Association at the residence of the President or another venue fixed by the President.

9.2. The Officer of whom records have been requested shall deliver them to the President to ensure the requested access is granted within the ten (10) days prescribed in subsection 9:1 hereof

9.3. Access to review the corporate records of ICAS shall be limited to visual inspection, subject only to exceptions of legal requirements.

9.4. Denial of access to a member to inspect the books of the Association, ninety (90) days after the delivery and receipt of the written request, shall constitute grounds for the summary forfeiture of office by the negligent Officer from who access to records was requested.

10. DISPUTE RESOLUTION

10.1 All cases resulting in membership suspension and/or termination shall be subject to automatic review by the Council of Elders, upon notification by the Secretary.

10.2 The decisions of the Council of Elders on all disciplinary cases of membership suspension and/or termination shall be binding subject only to any exceptions provided in other statutes of the government.

10.3 Except as provided in sections 10.1 and 10.2 hereof, all disputes arising out of the affairs of the Association and between a Member of the Association and another member or between a member and the Executive Council shall be mediated by the Council of Elders.

10.4 The process of mediating disputes shall commence with any one of the parties to the dispute formally notifying the Council of Elders, in writing or verbally through the Chairman of the Council of Elders

10.5 Resolutions of disputes by the Council of Elders shall be subject to the agreement of the parties to the dispute.

10.6 Where mediation fails to resolve disputes, the same shall be decided by Arbitration, which shall be under *the Arbitration Act, 1992* of the Province of Saskatchewan; and a decision made pursuant to such arbitration, shall be binding on all parties and shall be enforced upon application to the Court of Queen's Bench.

11. AMENDMENTS

- 11.1 The Constitution and By-Laws of the Association shall be subject to amendment as the Executive Council shall determine from time to time.
- 11.2 All proposals for amendment to the Constitution shall be in writing and delivered to the Executive Council through the Secretary.
- 11.3 The Executive Council may appoint a Committee to study proposed amendments to the Constitution and By-Laws or submit the proposed amendments for review and decision to the entire membership at a General meeting.
- 11.4 No amendment to the Constitution and By-Laws shall be enacted prior to its ratification by the General Assembly at a General Meeting following the report of the Committee constituted pursuant to section 11:3 hereof.
- 11.5 Any and all Articles of Amendment shall be approved by a vote of a simple majority of full members at a General meeting.

12. CONTRACTS, CONFLICTS OF INTERESTS, DUTY OF CARE AND LIABILITIES

12.1 CONTRACTS AND CONFLICTS OF INTEREST

- 12.1.1 A minimum of three recorded quotes shall be obtained for all Association purchases worth five thousand dollars but less than ten thousand dollars.
- 12.1.2 All projects of the Association worth ten thousand dollars (\$10,000.00) or greater shall be undertaken under contract awarded after a public tender. The Association may award the contract for a properly tendered project to a member of the Association provided the member's tender shall not be higher than the lowest external tender by more than five percent (5%).
- 12.1.3 A three-member Tender Review Committee shall be appointed by the President for all projects valued at ten thousand dollars (\$10,000.00) or greater.
- 12.1.4 No member shall be appointed to the Tender Review Committee if there is a material conflict of interest between her role as Member of the Review Committee and her role in any other capacity.
- 12.1.5 A member appointed to the Tender Review Committee shall within thirty (30) days after becoming aware that a material conflict of interest exists, eliminate the conflict of interest, or resign from the Committee. The President shall withdraw the appointment of the Member if he fails to eliminate the conflict of interest within the prescribed period or resign his position on the Committee.
- 12.1.6 Every member of the Executive Council, shall disclose in writing to the Association or request to have entered in the minutes of the Executive Council, the nature and extent of the Officer's or Council member's interest where she is
- i. a party to a material contract or proposed material contract with the Association or

- ii. a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association

12.1.7 Any Executive Council member who has disclosed interest pursuant to subsection 12:1:6 hereof shall recuse herself from all deliberations and decision on the business or contract or transaction.

12.1.8 Where a director or officer of the association fails to disclose her interest in a material contract in accordance with subsection 12:1:6, the association or any member of the association may apply with the court to set aside the contract on any terms that the court considers appropriate

12.2 DUTY OF CARE AND LIABILITIES

12.2.1 Every member of the Executive Council shall exercise his powers and discharge the duties of his office honestly, in good faith and to the best interests of the association.

12.2.2 Every member of the Executive Council shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances in discharging the duties of his office.

12.2.3 No officer or member of the Executive Council or a member properly appointed to a Committee acting on behalf of the Association shall be liable in a civil action for any loss suffered by any person stemming from any act or omission of the officer or Committee member.

12.2.4 The limitation on liability mentioned in subsection 12:2:3 shall not apply if the loss was caused by fraudulent or criminal misconduct by the officer or member of the Executive Council or the appointed committee.

12.2.5 Subject to legal disclosure requirements, no Officer or member of the Executive Council shall disseminate beyond ICAS membership circle, confidential personal information of any member without the consent of the member

13. SEAL AND LOGO OF THE ASSOCIATION

13.1 The Executive Council, shall subject to the approval of the General Assembly, develop a logo that shall embody symbols of Igbo culture.

13.2 The logo shall be incorporated in the Seal of the Association.

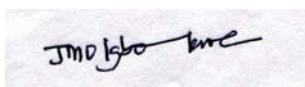
13.3 The Seal shall be under the care and control of the Secretary and shall be affixed on all official documents and contracts of the Association.

14. DISSOLUTION AND LIQUIDATION

14.1 A Resolution clearly stipulating the grounds for the dissolution and liquidation of Association shall be addressed to the Executive Council through the President.

- 14.2 Seventy five percent (75%) of all full members in good standing shall sign any Resolution for dissolution and liquidation of the Association before the same shall be accepted as valid by the Executive Council.
- 14.3 The President shall within sixty (60) days after the Executive Council's validation of the signed Resolution, call all members to a Special Meeting. The lone-agendum shall be *First Debate on the Resolution to Dissolve and Liquidate the Igbo Cultural Association of Saskatchewan*. This First Debate shall evaluate the reasons in the Resolution and the consequences of dissolution and liquidation.
- 14.4 A Second and Final Debate on the Dissolution and Liquidation of Igbo Cultural Association of Saskatchewan shall be held to vote on the Resolution within forty-five (45) days after the First Debate in subsection 14:3.
- 14.5 Quorum for and all decisions at all meetings to consider the dissolution and liquidation of the Association shall be by simple majority of full members in good standing.
- 14.6 There shall be no proxy voting on the Resolution to dissolve and liquidate the Association.
- 14.7 Determination of members' good standing or lack thereof shall be jointly conducted by the President, the Secretary, and the Financial Secretary.
- 14.8 The procedure stipulated in subsection 14.7 hereof shall be completed prior to voting.
- 14.9 Upon approval of the Resolution to dissolve and liquidate the association by the General Assembly, the President shall make an application with the court for the appointment of a Liquidator to oversee the voluntary dissolution and liquidation of the Association.
- 14.10 The net assets of the Association after all liabilities have been settled shall be donated to the charitable organization(s) chosen by the General Assembly at the meeting held pursuant to subsection 14:4

APPROVED by Members of the Constitution Review Committee in the City of Regina, Province Of Saskatchewan, This 12th Day of March 2010



Mr. John M. O. Igbokwe, Chairman



Chidi Igwe, PhD, Member



Mrs. Olufunke Okochi, Secretary



Mr. Chidi Odoh, Member



Mr. Callistus Ikeogu, Member



Mr. Jerry Okeadu, ICAS President

APPROVED by The Executive Council: March 16, 2010; ADOPTED by General Assembly: June 19, 2010