

THE MULTICULTURAL ASSOCIATION OF FREDERICTON, INC.

CONSTITUTION

Article # 1: NAME

The organization shall be called the Multicultural Association of Fredericton, Inc. (MCAF), hereinafter referred to as the “Association”.

Article # 2: STATUS

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

Article # 3: VISION AND MISSION STATEMENT

- 3.1 The vision of the Association shall be:
- a) to foster an environment in which individuals can attain economic self-sufficiency;
 - b) to make a creative contribution to the community;
 - c) to take a stand on issues of common concern.
- 3.2 The mission of the Association shall be to celebrate strength in diversity by enabling the meaningful exchange and full community participation among people of all backgrounds and circumstances.

Article # 4: PURPOSE AND OBJECTIVES

- 4.1 The purpose of the Association shall be to encourage and promote the concept of multiculturalism.
- 4.2 The objectives of the Association shall be:
- a) to facilitate communication and understanding between persons of various cultural backgrounds in Fredericton and surrounding areas;
 - b) to foster harmonious relationships among all cultural groups and individuals;
 - c) to disseminate and advance ethnocultural education in the community;
 - d) to assist newcomers to become established in the community.
- 4.3 The Association shall organize activities to achieve its purpose and objectives.

Article # 5: JURISDICTION

The Association shall operate in the City of Fredericton and serve the Greater Fredericton area in the Province of New Brunswick.

Article # 6: SEAL

The seal of the Association shall be affixed to the original of this Constitution, and shall bear the name of the Association.

THE MULTICULTURAL ASSOCIATION OF FREDERICTON, INC.

BY -LAWS

1. Article # 1: MEMBERSHIP

1.1 CLASSIFICATION

INDIVIDUALS

- 1.1.1. "Members" shall be individuals who have applied for membership with the Association and who subscribe to the mission, vision, purpose and objectives of the Association.
- 1.1.2. "Student Members" shall be individual full-time students who have registered with the Association and who subscribe to the mission, vision, purpose and objectives of the Association.
- 1.1.3. "Affiliated Family Members" are the spouse and dependent children in the immediate family of a member in good standing.
- 1.1.4. "Life Members" shall be persons who have been members in good standing of the Association for at least ten (10) years and have been approved to life membership by the Board.
- 1.1.5. "Honourary Membership" shall be resident of New Brunswick who have made significant contributions to Multiculturalism, cross-cultural understanding, race relations, or national unity and who have been elected for a five year term to honourary membership with the unanimous consent of the Board. Honourary membership cannot exceed 25 individuals at any time.
- 1.1.6. "Patrons" shall be the current Lieutenant-Governor and spouse.

ORGANIZATIONS

- 1.1.7. "Affiliate Organization membership is only open to non-profit organizations who subscribe to the mission, vision, purpose and objectives of MCAF".

1.2 APPLICATION

- 1.2.1. Individuals may apply for registration as Members and Student Members. A Member may register his or her spouse and dependent children as Affiliated Family Members.
- 1.2.2. Application for registration of individuals as Members, Student Members and Affiliated Family Members shall be on the form or forms prescribed by the Board and shall include annual membership dues as prescribed by the Board.
- 1.2.3. Individuals cannot apply to be Honourary Members, Patrons or Life Members.
- 1.2.4. Organizations may apply for Affiliated Organization Membership but registration is subject to the approval of the Board.
- 1.2.5. Application for registration of organizations shall be on the forms prescribed by the Board and shall include annual membership dues as prescribed by the Board.

1.3 REGISTRATION

- 1.3.1. All individuals who apply and subscribe to the mission, vision, purpose and objectives of the Association shall be registered as Members or Student Members.
- 1.3.2. Initial registration of organizations which apply for Affiliated Organization Membership shall be subject to the approval of the Board. Renewals shall be automatic.
- 1.3.3. The Association shall keep an up-to-date register of all members.

1.4 REVOKING MEMBERSHIP

The revoking of the membership of any individual of organization shall only be done as unanimous decision of the Board and for just cause. Any individual of organization may appeal the revoking of membership before the General Assembly.

1.5 MEMBERS IN GOOD STANDING

- 1.5.1. Members and Student Members who have paid the required Association fee shall be considered members in good standing.
- 1.5.2. New arrivals to Canada (including among others, refugees, landed immigrants, visitors and students) are automatically considered members in good standing for their first 12 months in Canada if they have applied for membership with the Association and subscribe to the mission, vision, purpose and objectives of the Association.

1.6 MEMBERSHIP RIGHTS

1.6.1. Individuals registered as Members, Student Members, and Life Members in good standing, shall be considered to be Functioning Members and eligible to vote and to hold office. Affiliated Family Member, Honourary Members, or Patrons are not eligible to vote or to hold office.

1.6.2. Each Affiliated Organization Member shall have one (1) vote.

1.6.3. All Functioning Members and Affiliated Organization Members shall be entitled to a copy of the Constitution of the Association.

1.7 GENERAL

1.7.1. No classes, categories, or types of membership may be created without the consent of a General Assembly.

1.7.2. The membership in the Association shall be for no longer than 1 year without renewing.

2. Article # 2: STRUCTURE

The Association shall consist of a General Assembly, a Board of Directors (herein referred to as the "Board"), an Executive Committee (herein referred to as the "Executive").

3. Article # 3: FINANCES

3.1 Financial Reports

The Treasurer shall prepare monthly financial reports which shall be presented to the Board at its regular meeting.

3.2 Financial Audit

Annual financial statements for the Association covering the period of April 1st to March 31st of the previous year shall be audited by a certified auditor each year prior to presentation to the General Assembly at the Annual General Meeting.

3.3 Borrowing

The Board shall be hereby authorized from time to time:

- a) to establish with any banking or lending institution a line of credit for the Association up to a maximum of \$100,000 on such terms as may be deemed expedient;
- b) to mortgage, hypothecate, charge or pledge or give security in any manner whatever upon all or any of the property, real and personal, immovable and movable, undertakings and rights of the Association present and future, to secure any money borrowed or to be borrowed or any obligation or liability of the Association, present or future;

- c) to delegate to such Director(s) of the Association as the Directors designate, all or any of the foregoing powers as such extend and in such manner as the Directors determine.

4. Article # 4: GENERAL ASSEMBLY

4.1 Composition

The General Assembly of the Association shall consist of all members as specified in Article #1 of the By-Laws.

4.2 Powers and Duties

The Powers and Duties of the Assembly are:

- a) to approve the agenda of meetings of the General Assembly,
- b) to approve the minutes of previous meetings of the General Assembly,
- c) to approve annual reports at the Annual General Meeting,
- d) to establish the major orientations of the Association,
- e) to amend the Constitution and the By- Laws,
- f) to elect Executive Members and Board Members at the Annual General Meeting, and
- g) to appoint the Auditor at the Annual General Meetings, of necessary.

4.3 Annual General Meeting

The Annual General Meeting shall be held in October of each year, at a time and place to be designated by the Board.

4.4 Notice of Annual General Meeting

The Annual General Meeting shall be called by the President by giving at least fifteen (15) days written notice of the date, time and place, and by sending the agenda to members at least seven (7) days before the scheduled date for the meeting.

4.5 Quorum for Annual General Meeting

4.5.1. A quorum for the Annual General Meeting shall be twice the number of the Board plus one (1).

4.5.2. In case of no quorum, the Annual General Meeting shall be rescheduled.

4.6 Special General Meetings

Special General Meetings shall be called by the Secretary upon a written request specifying the purpose of such a meeting and signed by at least ten (10) members in good standing. No additional items may be added to the agenda of a Special General Meeting.

4.7 Notice of Special General Meetings

At least fifteen (15) days written notice shall be given by the Secretary of the date, time and place and agenda for a Special General Meeting.

4.8 Quorum for Special General Meetings

4.8.1. A quorum for Special General Meetings shall be twice the number of the Board plus one 1.

4.8.2. In case of no quorum, the Special General Meeting shall be withdrawn.

5 Article # 5: BOARD OF DIRECTORS

5.1 Composition

The Board of Directors shall be composed of six (6) Executive Members, plus not more than ten (10) additional Board Members. The members of the Board shall be elected by the General Assembly at the Annual General Meeting. Ex-Officio members may also be added to the Board subject to a majority vote of the whole Board, but such Ex-Officio members shall have no voting rights.

5.2 Powers and Duties

The Powers and Duties of the Board are:

- a) to establish goals to achieve the Objectives of the Association,
- b) to establish policies governing the management of financial and human resources, programs and fundraising,
- c) to approve the budget and budget revisions, and to control expenditures;
- d) to approve contracts and agreements binding the Association;
- e) to hire, evaluate, and discharge staff;
- f) to appoint its representatives to the New Brunswick Multicultural Council and other agencies and organizations;
- g) to establish any operating committees as deemed necessary;
- h) to be responsible for the proper administration of the Multicultural Trust Fund.

5.3 Meetings

The Board shall hold regular meetings as frequently as it deems necessary, and upon dates to be fixed by the Board. The proposed agenda and notice specifying date, time and place shall be provided by the Secretary at least seven (7) days prior to the meeting.

5.3.1. Special meetings of the Board may be called at the request of at least six (6) members of the Board.

5.4 Quorum

A quorum for meetings of the Board shall be one-half (1/2) of the currently-seated Board plus one (1).

6. Article # 6: EXECUTIVE COMMITTEE

6.1 Composition

The Executive Committee shall be composed of the President, the First and Second vice-presidents, the Secretary, the Treasurer and the immediate Past President.

6.2 Powers and Duties

6.2.1. The President shall:

- a) call all regular and special meetings of the Board and preside over them,
- b) coordinate the work of Committees and Board Members,
- c) act as chief spokesperson for the organization,
- d) ensure the organization functions according to the Constitution, By-Laws and Policies.

6.2.2. The First Vice-President shall act in the place of the President when requested or in an emergency situation.

6.2.3. The Second Vice-President shall act in the place of the First Vice-President when requested or in an emergency situation.

6.2.4. The Secretary shall:

- a) maintain an official record of regular and special Board meetings,
- b) act in the place of the President in the absence of the First and Second Vice-Presidents.

6.2.5. The Treasurer shall:

- a) report to the Board on the financial status of the organization,
- b) recommend the appointment of Auditors,
- c) recommend on financial matters.

6.2.6. The Immediate Past President shall:

- a) supply information to the Board from an historic perspective,
- b) chair the Nominating Committee.

6.3 Meetings

The Executive Committee shall hold regular meetings as frequently as it deems necessary, and upon dates to be fixed by the Executive Committee. Special meetings may be called by the President or at least three (3) members of the Executive Committee, with a minimum of two (2) days written notification of the items to be discussed.

6.4 Quorum

A quorum for the meetings of the Executive committee shall be three (3) Executive Members and the President or acting President.

7. Article # 7: ELECTIONS

7.1 Eligibility for Office

Only members in good standing may serve as Executive Members or Board Members. Persons nominated to the position of President must have been a member of the Board or the Executive for at least one year during the past five (5) years.

7.2 Elections of Executive Members and Board Members

Executive Members and Board Members shall be elected by members in good standing at the Annual General Meeting. Voting will be by secret ballot. The nominee receiving the highest number of votes for each office shall be declared elected. Notwithstanding the foregoing, the Board may elect Board members and Executive members to fill vacancies that occur between Annual General Meetings.

7.3 Nominating Committee

Each year the Board shall establish a Nominating Committee consisting of at least three (3) Full members in good standing, which will at all times be responsible to the Board which created it. The Past President shall be the chair of the Nominating Committee.

7.4 Invitation for Nominations

At least four (4) weeks before the Annual General Meeting, the Nominating Committee shall invite members to submit nominations. All nominations must have the written consent (signature) of the nominee, and the nomination must be signed and seconded by two (2) members in good standing. The nomination form must specify the title of the position.

7.5 Nominating Procedures

The Nominating Committee shall present a slate of candidates at the Annual General Meeting. The Chairperson of the Nominating Committee shall also call for further nominations from the floor.

7.6 Voting at Elections

Each member in good standing shall have one vote at the Annual General Meeting.

8. Article # 8: TERM OF SERVICE

8.1 Executive Members and Board Members shall be elected annually at the Annual General Meeting.

8.2 Re-Election

The person elected President may be re-elected to this position, but the number of consecutive terms must not exceed four (4).

8.3 Resignation

All Executive Members and Board Members may resign their positions by presenting a letter of resignation to the Secretary.

8.4 Removal of Executive Members and Board Members

8.4.1. Any Executive Member or Board Member who misses three (3) consecutive meetings of the Board or five (5) meetings in total without reasonable cause will upon being sent written notice be considered as having resigned from the Board.

8.4.2. Any Executive Member or Board Member whose conduct is considered by the Board to contrary to the Purpose and Objectives of the Association may be removed from the Board by a two-thirds vote of the Board.

8.4.3. Such member may appeal the decision by submitting a written appeal to the Board within two (2) weeks of written notification of the removal.

8.5 Replacement of Executive Members and Board Members

Vacant positions on the Board shall be filled by the Board.

9. Article # 9: REMUNERATION

No Executive Member, Board Member or member of any committee shall receive any remuneration for work performed for the Association. These persons will be reimbursed for reasonable expenses incurred while performing such duties if prior authorization by the Board is received.

10. Article # 10: VOTING MATTERS

10.1 Annual and Special General Meetings

10.1.1. Each member in good standing prior to the Annual General Meeting for the current year shall have one vote at the Annual General Meeting.

10.1.2. Only members in good standing may vote at Special General Meetings.

10.1.3. There shall be no voting by proxy and no person shall have more than one vote.

10.1.4. Voting shall be decided by a majority of votes cast.

10.2 Board of Directors and Executive Committee

Each Executive Member and Board Member shall have one vote at meetings of the Board. Each Member shall have one vote at meetings of the Executive Committee. The Chairperson shall not have a vote except in the case of a tied vote, in which case he/she must cast a tie-breaking vote.

11. Article # 11: DISSOLUTION

In the case of dissolution of the Association, all the assets and moneys of the Association shall be passed to charitable organizations as decided by the Board.

12. Article # 12: RULES OF ORDER

Robert's Rules of order shall govern the Association in all procedural matters not specified in this Constitution of the Association.

13. Article # 13: AMENDMENTS TO THE BY-LAWS

This Constitution may be amended by approval of a motion by a two-thirds (2/3) majority of votes at the Annual General Meeting, provided that written notice of the proposed amendment shall have been given to the members at least fifteen (15) days prior to the meeting.

14. Article #14: LETTERS PATENT

The Board of Directors is authorized to apply for Supplementary Letters Patent by following all legal and procedural requirements of the Association and those of the Director under the Companies Act.

(Changes approved October 2011 are attached)

Approved changes to the Letters Patent – October, 2011

- 1) Delete Section (a) (i) (ii) (iii)(iv) regarding the purposes for which incorporation was originally sought and by substituting the following:

The purpose of the Company shall be to encourage and promote the concept of multiculturalism.

The objectives of the Company shall be:

- a) to facilitate communication and understanding between persons of various cultural backgrounds in Fredericton and surrounding areas;
- b) to foster harmonious relationships among all cultural groups and individuals;
- c) to disseminate and advance ethno cultural education in the community;
- d) to assist newcomers to become established in the community.

The Association shall organize activities to achieve its purpose and objectives.

- 2) Increase the cost value of real and personal property the company may have to \$100,000.
- 3) That any one of the members of the Executive Committee of the Company, be and they are hereby authorized to make application to the Director under the Companies Act for supplementary letters patent amending the Charter as herein set out and that they be further authorized to sign and execute all other documents and do all other acts and things necessary and desirable for carrying this by-law into effect.