

BY-LAW NO.1 OF THE JAMAICAN CANADIAN ASSOCIATION (in accordance with the Not for Profit Corporation Act of Ontario)

ARTICLE 1: NAME, HEAD OFFICE AND CORPORATE SEAL

1.1 NAME: The name of the organization shall be the Jamaican Canadian Association, hereinafter called the JCA.

1.2 HEAD OFFICE: The Head Office shall be located in Greater Toronto Area, in the province of Ontario, and the place therein where the affairs of the Association are from time to time carried on.

1.3 SEAL: The corporate seal of the Association shall be in the form impressed hereon. Such corporate seal remain in the custody of the President or an officer designated by the President with approval of the Board.

1.4 FISCAL YEAR: The fiscal year of the Association shall be from April 1 to March 31.

ARTICLE 2: DEFINITIONS

2.1 JCA: "JCA" means The Jamaican Canadian Association.

2.2 ASSOCIATION: "Association" means The Jamaican Canadian Association.

2.3 ORGANIZATION: "Organization" means The Jamaican Canadian Association.

2.4 BY-LAW: "By-Law" means these regulations, Section 18 of the Not for Profit Corporations Act (Ontario).

and any other By-Law of the JCA from time to time in force.

2.5 BOARD: "Board" means the Board of Directors of the JCA.

2.6 OFFICER: "Officer" means a member of the Board who is authorized to sign bank accounts and /or other documents by virtue of the position that he/she holds on the Board.

2.7 DIRECTOR: "Director" means each and every member of the Board, including Officers.

2.8 MEMBER: "Member" means any member of the JCA duly admitted to membership under the terms of Article 4 of these By-Laws.

2.9 DIVERSE "Diverse Constituents" means Jamaican, Caribbean, African, and Canadian Constituents.

ARTICLE 3: MEMBERS CODE OF CONDUCT

3.1 Service - Members are encouraged to:

- a) Act with fairness, honesty, integrity and transparency.
- b) Respect the opinions of others.

- c) Treat all with equality and dignity without regard for gender, race, colour, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age or sexual orientation.
- d) Promote the mission, objectives and ideals of the Jamaican Canadian Association in all dealings with the public on behalf of the Association and within the JCA.
- e) Foster and provide a positive and valued experience for those stakeholders receiving service within and outside the JCA.

3.2 Accountability - Members should:

- a) Act at all times with honesty and integrity and, where applicable, act in accordance with any professional standards and/or governing laws and legislation that may apply to the duties and responsibilities that are being performed for and on behalf of the JCA.
- b) Comply with the letter and spirit of any training or orientation provided by JCA in connection with those responsibilities.
- c) Adhere to the stated policies and procedures of the JCA and support the decisions and directions of the Board and Membership.
- d) Take responsibility for their actions and decisions.
- e) Adhere to established communication channels and reporting lines to facilitate the effective resolution of problems.
- f) Not exceed the authority of their positions but should freely consult with the applicable Board member for further discussion.

ARTICLE 4: OBJECTIVES

4.1 To celebrate, promote and support the positive values and traditions of our diverse heritage, and to improve the quality of life of constituents, as well as for others who subscribe to our goals.

4.2 To provide social, cultural and educational programmes, including the awarding of scholarships that meet the needs of the membership and the community.

4.3 To offer a wide range of culturally sensitive services which support the diverse needs of our constituents.

4.4 To advocate on behalf of the diverse communities on various economic, social, political, educational and other relevant issues.

4.5 To foster cultural integration and to help to develop an anti-racist society in Canada.

4.6 To collaborate with agencies and organizations that share similar values and goals.

4.7 To acquire and hold real and personal property by purchase, bequest, lease or otherwise for the purposes of the Association.

4.8 To invest the funds of the Association in any securities in which, under the Trustee Act, the Board may invest funds, at its discretion.

4.9 In the event of the dissolution of the Association, and after payment of all debts and liabilities, to distribute the remaining property to charitable organizations that support the values and goals of the Association and that carry out their work solely in Canada.

ARTICLE 5: MEMBERSHIP

5.1 Membership in the Association shall consist of all persons or groups who are, from time to time, accepted as members in the manner hereafter prescribed, and whose membership has not been terminated by expulsion or withdrawal.

5.2 There shall be four categories of membership: Regular, Small Business, Affiliate and Lifetime.

5.3 The categories of **Regular Membership** are adult, family, youth and senior; the requirements for Regular Membership shall be as follows:

5.3.1 Regular Membership shall be open to all persons of Jamaican heritage and their families, and anyone else who shares the aims and objectives of the Association.

5.3.2 Regular Members, sixteen years or older, shall take part in any of the Association's activities and may vote on JCA matters.

5.3.3 A Regular Member, Jamaican by birth or heritage, may hold any position on the Board of Directors or as Chair of Standing or other Committees.

5.3.4 A Regular Member who is not Jamaican by birth or heritage may hold positions as Chair of a Standing Committee or other Committee but cannot hold a Board position.

5.3.5 Regular Members shall be required to pay an annual fee to the Association.

5.3.6 Application for Regular Membership shall be in writing or online and shall be approved by Resolution of the Board of Directors.

5.3.7 At the discretion of the Board of Directors, with approval from the membership, Regular Membership may be revoked, should the activities and/or objectives of the Regular Member become at variance with the interests of JCA.

5.4 The requirements for **Small Business Membership** shall be as follows:

5.4.1 Small Business Membership shall be open to all registered businesses that identify as Jamaican, Black, Caribbean or African Canadian owned, with 100 or fewer employees.

5.4.2 Small Business Membership shall be open to all who share the aims and objectives of the Association.

5.4.3 Small Business Members shall take part in any of the Association's activities but cannot vote on JCA matters.

5.4.4 Small Business Members shall be required to pay an annual fee to the Association.

5.4.5 Small Business Members cannot hold a position on the Board of Directors, or be a member or Chair of a Committee.

5.4.6 Application for Small Business Membership shall be made using the online application form and shall be approved by motion of the Board of Directors.

5.4.7 At the discretion of the Board of Directors, with approval from the membership, Small Business Membership may be revoked, should the activities and/or objectives of the Business Member become at variance with the interests of JCA.

5.5 The requirements for **Affiliate Membership** shall be as follows:

5.5.1 Affiliate Membership shall be open to all Jamaican, Caribbean and Black organizations, who share the aims and objectives of the Association.

5.5.2 Affiliate Members shall take part in any of the Association's activities but may not vote on JCA matters.

5.5.3 Affiliate Members shall be required to pay an annual fee to the Association.

5.5.4 Affiliate Members cannot hold a position on the Board of Directors, or be a member or Chair of a Committee.

5.5.5 Application for Affiliate Membership shall be made using the online application form and shall be approved by motion of the Board of Directors.

5.5.6 At the discretion of the Board of Directors, with approval from the membership, an Affiliate Membership may be revoked, should the activities and/or objectives of the Affiliate become at variance with the interests of JCA.

5.6 The requirements for **Lifetime Membership** shall be as follows:

5.6.1 At an Annual Anniversary Celebration, Lifetime Membership may be conferred on anyone who has made a significant contribution to the Association or community or who has been a member in good standing for at least thirty-five years.

5.6.2 Nominations for Lifetime Membership must be submitted to the Membership (Awards) Committee for recommendation to the Board for approval.

5.6.3 Lifetime Members shall not be required to pay an annual membership fee to the Association.

5.6.4 Lifetime Members may take part in any of the activities of the Association and may vote or hold office.

ARTICLE 6: DUES

6.1 The fees payable by Regular, Small Business and Affiliate Members shall, from time to time, be as recommended by a majority vote of the Board, and shall become effective only when confirmed by a majority vote of the members at an Annual or Special Membership Meeting.

6.2 The Membership period shall be April 1 to March 31. All membership fees shall be due on April 1 of each year.

6.3 At each Annual General Meeting, eligible voters shall be members who have paid dues by April 30 of the current year.

ARTICLE 7: BOARD OF DIRECTORS, COMMITTEES, TRUSTEES

7.1 Subject to Article 5.3.3, only Regular Members in good standing shall be eligible to hold office on the Board of Directors.

7.2 The Board of Directors shall be comprised of the following:

7.2.1 President

7.2.2 Vice-President

7.2.3 Executive Secretary

7.2.4 Treasurer

7.2.5 Director of Fundraising

7.2.6 Director of Communications

7.2.7 Director at Large

7.2.8 Director at Large

7.2.9 Director at Large

7.2.10 Member of CAFCAN Board (non-voting)

7.2.11 The Immediate Past President (non-voting)

7.3 Committees: The following are the standing committees that will report to the Board through the Vice President and directly to the membership at each membership meeting:

7.3.1 Education Committee

7.3.2 Membership Events Committee

7.3.4 Membership Services Committee

7.3.5 Youth Affairs Committee

7.3.6 Women's Committee

7.4 Building Committee - will report to the Board to the Treasurer and directly to the membership at each membership meeting.

7.5 Elections:

Elections shall be held annually. The Board of Directors and the chairs of the Standing Committees shall be elected for a two-year term. For continuity, four members of the Board, three Committee Chairs, and two Trustees shall be elected one year; and five Board members, three committee chairs and one trustee the next year.

7.5.1 The following Directors, Chairs and Trustees are elected in even numbered years:

- a) The President
- b) Executive Secretary
- c) Director of Fundraising
- d) Director at Large
- e) Building Chair
- f) Youth Affairs Chair
- g) Education & Culture Chair
- h) Membership Services Chair
- i) Trustee
- j) Trustee

7.5.2 The following Directors, Chairs and Trustees are elected in odd numbered years:

- a) Vice-President
- b) Treasurer
- c) Director of Communications
- d) Director at Large
- e) Director at Large
- f) Membership Events Chair
- g) Women's Committee Chair
- h) Trustee

7.6 Term: Elected Board Members shall serve on the Board of Directors for not more than three consecutive two-year terms.

7.7 Ex-officio Members: The Immediate Past President of the Association shall automatically become an ex-officio, non-voting member of the Board for a period of up to one two-year term.

7.8 Signing Officers: The Signing Officers of the Association shall be the:

7.8.1 President (Bank Accounts, Other Documents)

7.8.2 Treasurer (Bank Accounts, Other Documents)

7.8.3 Secretary (Bank Accounts, Other Documents)

7.9 Finance Committee: The Finance Committee shall be a sub-committee of the Board consisting of the Treasurer and three other members as chosen by the Board. The Building Committee shall report to the Finance Committee. The Treasurer shall be the Chair.

7.10 Advocacy/Public Policy Committee: 3 members – one of whom shall be the President.

7.11 Bonding of Officers: All officers having to do with the finances or securities of the Association shall be bonded.

7.12 Conflict of Interest: Persons who accept a position on the Board of Directors must sign off on the Conflict of Interest Policy and a copy of said document will be maintained by the Executive Secretary. Persons who accept a position on the Board of Directors have a fiduciary or trusteeship obligation to act honestly, in good faith, loyally, and in the best interest of the Association.

The Association's interest must be placed ahead of that of a Director, and a Director must disclose any and all information that may create a conflict of interest. A Director's obligations require that he/she shall not profit from any project or activity of the JCA, except under the following conditions:

7.12.1 The Board decides, after competitive tenders have been sought, that it is in the interest of the JCA, on the grounds of quality or special advantage, to award a contract to, or to purchase goods and/or services from, the Director.

7.12.2 The Director takes no part in deciding the awarding of the contract or the purchasing of goods and services.

7.13: Code of Conduct: The Board of Directors is expected by its members, volunteers, staff, clients, funders and the community it serves to provide an environment that demonstrates respect for others; adherence to the democratic processes and outcomes; and respect for confidentiality in all matters that are deemed by the Board to be of a confidential nature.

7.13.1 Members of the Board of Directors will exercise sound judgment, conducting themselves appropriately when interacting with members, staff, volunteers, clients, stakeholders and fellow Board members so as to promote the utmost professionalism.

7.13.2 To ensure Board transparency and accountability, Board Members are required to sign off and adhere to all Policies, Protocols, and Procedures of the JCA.

7.13.3 All Board Members are expected to adhere to decisions and positions taken by the Board, regardless of their individual views.

7.14 Removal from the Board: The Board of Directors, by majority vote, shall have the right to recommend to the membership the removal of a Board Member from his/her position for any of the following reasons:

7.14.1 For not adhering to the Codes of Conduct or Conflict of Interest policies;

7.14.2 For absences, without acceptable reason, from three (3) consecutive Board meetings;

7.14.3 For failure to perform the duties of his or her office as outlined in the Board's policy manual;

7.14.4 For conduct deemed to be unbecoming to the aims and objectives of the JCA.

7.15 Individuals who resign from the Board prior to completion of their term and without cause, will not be eligible to serve on the Board for the period of two years following resignation.

7.16 Filling Mid-Term Vacancies: Vacancies occurring on the Board of Directors by reason of death, resignation, removal, or any other reason, shall be filled by appointment by the Board of Directors for the remainder of the term.

ARTICLE 8: DUTIES OF DIRECTORS

8.1 The responsibilities of the President shall be as follows:

8.1.1 Be chairperson of the Board and all membership meetings;

8.1.2 Be spokesperson for the Association, with the approval of the Board, in all matters affecting the Association;

8.1.3 At the request of thirty (30) members in good standing, or in consultation with the Board, call special meetings of the Association;

8.1.4 Work in co-operation with the Board, Members of the Association, and Staff for the proper functioning of the Association, and assume responsibility;

8.1.5 In conjunction with the Board, appoint Ad Hoc Committees necessary to the general administration of the Association, ensuring that the general membership is represented on such committees;

8.1.6 Submit written reports to the Board's monthly meetings; *and submit a Quarterly Report for incorporation into the Quarterly Board Report to Members.*;

8.1.7 Submit to the Board for approval the organization's work plan and Budget - which should be aligned with the organization's strategic plan – within three months of the Annual General Meeting;

8.1.8 Attend the Board, Quarterly and General Meetings of the Association.

8.2 The Vice-President Shall:

8.2.1 Assist the President in performing his/her duties and assume responsibility in his/her absence or inability to serve for any reason;

8.2.2 Schedule and chair two all-committees meetings annually to get feedback and input from committee members and report their activities to the Board;

8.2.3 Provide regular report to the Board on the activities of the Standing Committees;

8.2.4 Liaise with and provide direction to five (5) Standing Committees (excluding Building) in implementing their respective annual activities, events and plans for developing and presenting cultural and educational forums and events showcasing the unique talents of our diverse communities;

8.2.5 Co-ordinate and/or carry out special projects assigned from time to time by the Board of Directors;

8.2.6 Assume responsibility for coordinating Board activities designed to maintain and administer the Charitable Assistance Fund;

8.2.7 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;

8.2.8 For all Standing Committees, except Building Committee, submit to the Board for approval the Annual Work Plans and Budgets, aligned with the Organization's strategic plan - within three months following the Annual General Meeting;

8.2.8 Attend the Board, Quarterly and Annual General Meetings of the Association.

8.3 The Executive Secretary Shall:

8.3.1 Be in charge of the Association's seal, books, records, and documents, subject to the direction and approval of the Board of Directors;

8.3.2 Be responsible, in conjunction with administrative assistant, for handling and responding to all correspondence and ensuring all official documents are saved in the organization's cloud server;

8.3.3 Be responsible for notifying members of meetings, as well as for recording and preparing minutes of all Membership and Board meetings;

8.3.4 Be responsible for preparing a yearly calendar of the Association's activities, to facilitate effective co-ordination;

8.3.5 Attend the Board, Quarterly and Annual General Meetings of the Association;

8.3.6 Submit to the Board for approval an Annual Work Plan and Budget, which shall be aligned with the organization's strategic plan, within three months following the Annual General Meeting.

8.4 The Treasurer Shall:

8.4.1 Be custodian of the Association's funds;

8.4.2 Ensure the Board's financial policies are being followed;

8.4.3 Prepare and monitor performance against the budget;

8.4.4 Ensure the issuance of receipts for all funds received; deposit all funds received into the Association's Bank accounts no later than two business days following receipt;

8.4.5 Keep complete and accurate accounts of the receipts disbursements of all funds;

8.4.6 Ensure the proper management of funds at the Association's functions;

8.4.7 Be one of the designated Signing Officers for cheques drawn on the Association's bank accounts;

8.4.8 Create, monitor and update the long term capital and infrastructure plan of the Association; update the Board annually;

8.4.9 Present financial reports to monthly meetings of the Board of Directors, quarterly Membership and Annual General Meetings;

8.4.10 Submit to the Board for approval, by March 31 of each year, the Finance Committee's and the Organization's Annual Budget for the next fiscal year;

8.4.11 Attend the Board, Quarterly and Annual General Meetings of the Association;

8.4.12 Chair the Finance Committee;

8.4.13 Ensure the audited financial statements are presented to the Board of Directors and to the Membership at the Annual General Meeting;

8.4.14 Call the motion at the Annual General Meeting for the appointment of the Auditor;

8.4.15 Act as financial resource to other committees.

8.5 Directors at Large Shall (3):

8.5.1 Assist the Board with specific duties as assigned; inform Board members of the general feelings and sentiments of the membership; operate as a link between the President and the Members;

8.5.2 Co-ordinate and/or carry out special projects assigned by the President and /or the Board of Directors;

8.5.3 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;

8.5.4 Attend the Board, Quarterly and Annual General Meetings of the Association.

8.6 Director of Fundraising Shall:

8.6.1 Develop a fundraising strategy that aligns to the organization's strategic plan; this includes In Memoriam, Bequests, individual and corporate sector donations and sponsorship as well as government grants;

8.6.3 As required, coordinate and conduct fundraising workshops/seminars of interest to members;

8.6.4 When appropriate, work with Fundraising or other committees to execute the fundraising strategy;

8.6.5 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan - within three months following the Annual General Meeting;

8.6.6 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;

8.6.7 Attend the Board, Quarterly and Annual General Meetings of the Association.

8.7 Director of Communications Shall:

8.7.1 Assume overall responsibility for publicizing the activities and achievements of the Association to members; establish and maintain a high profile for the Association;

8.7.2 Maintain an accurate and up-to-date website, and social media accounts, ensuring regular promotion of the events, initiatives, services and programs of the Association;

8.7.3 Develop multi-year strategic communication that aligns with the strategic plan;

8.7.4 In conjunction with the President write press releases/news briefings;

8.7.5 Be responsible for producing a quarterly newsletter;

8.7.6 Establish and maintain good working relationship with the media;

8.7.7 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan within three months following the Annual General Meeting;

8.7.8 Submit written reports to the Board's monthly meetings; *and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;*

8.7.9 Attend the Board, Quarterly and Annual General Meetings of the Association.

ARTICLE 9: POWERS OF THE BOARD

9.1 Administration of the Association's Affairs: The Board of Directors of the Association shall administer the affairs of the Association in all things and make, or cause to be made, any contract which the Association may lawfully enter into and, generally, may exercise all such power and such acts as are authorized by the Association's Charter.

9.2 Administration of Property: Without in any way detracting from the foregoing, and with prior approval of the Membership, transfer, sell, exchange, or otherwise dispose of, lands, buildings, and/or other property or any right of interest owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

9.3 Execution of Documents: Documents shall be executed as Follows:

9.3.1 Deeds, transfers, licences, contracts, and engagements on behalf of the Association shall be signed by either the President, or Vice President in the absence of the President, and the Executive Secretary; and the Secretary shall affix the Seal of the Association to such instruments as required. Contracts in the ordinary course of the Association's operation may be entered into on behalf of the Association by the President; Vice-President in the absence of the President, Secretary, Treasurer, any person authorized by the Board of Director;

9.3.2 Notwithstanding any provisions of these By-laws, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Association may be executed.

9.4 Borrowing: The Board of Directors may from time to time with the prior approval of the Membership undertake the following:

9.4.1 In the event of an emergency and notwithstanding 9.4, borrow up to 50% of retained earning up to a maximum of \$50,000;

9.4.2 Issue bonds, debentures, debenture stocks, both perpetual and terminable, or other securities;

9.4.3 Pledge or sell such bonds, debentures, or debentures stocks, or other securities for such sums and such prices as may be deemed expedient or necessary;

9.4.4 Charge, pledge, or mortgage any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, and franchises of the Association to secure any bonds, debentures, debenture stocks, or other securities, or any liability of the Association;

9.4.5 Authorize, from time to time, any Officer or Member or any other person to make arrangements regarding the moneys borrowed or to be borrowed, as aforesaid, to the terms and conditions, with power to vary or modify such terms and conditions, including the pledging of securities, and generally to manage transact, and settle the borrowing of moneys by the Association.

9.5 Books and Records: The Board of Directors shall see that all necessary books and records of the Association, required by these By-laws or by any applicable statute or law, are regularly and properly kept and made available to officers, committee chairpersons, and other individuals to whom such books and records are relevant.

ARTICLE 10: COMMITTEES AND THEIR DUTIES

10.1 There shall be a Board appointed Finance Committee and six (6) Standing Committees as follows: Education & Culture, Membership Events, Membership Services, Youth Affairs, Building and Women's Committees. All Standing Committees except Building will report to the Vice President; the Building Committee will report to the Treasurer.

10.2 A committee's first priority is to carry out the duties and responsibilities as outlined in that committee's Terms of Reference and Annual work plan. Functions/events outside the scope of their Terms of Reference or work plan must be approved by the Board and show how that event/function will meet the specific objectives as outlined in the Committee's work plan and meet the organization's goals and objectives.

10.2.1 All Committee Chairs shall participate in the Association's Succession Plan by identifying members of their committees to train for future leadership in the Association, by selecting a vice-chair and a secretary.

10.3 The **Building Committee** Shall:

10.3.1 Report to the Treasurer;

- 10.3.2 Act as a support to the Operations Manager by coordinating clean up days, assisting with general maintenance of the building such as lawn care, replacing light bulbs, monitoring safety, managing the bar during JCA events etc;
- 10.3.3 Submit through the Finance Committee to the Board for approval the Committee's annual Work plan and Budget within three months following the Annual General Meeting;
- 10.3.4 Prepare and submit through the Treasurer, a report to the members at each quarterly and annual general meeting;
- 10.3.5 Attend the Board, Quarterly and General Meetings of the Association.

10.4 The **Education & Culture Committee** Shall:

- 10.4.3.1 Assume overall responsibility for providing educational programs and activities for the Association's members and children as well as for the broader community;
- 10.4.3.2 Be accountable for the maintenance of the JCA Scholarship Program, Saturday Morning Tutorial Program (SMTP), as well as International Students Group and Adult Literacy Initiative geared to Jamaican, Caribbean, Black, and African Canadian students in Ontario;
- 10.4.3.3 Through guest speakers, conferences, seminars, debates, etc., educate members and the community at large on current and emerging laws/issues that affect or will affect the community;
- 10.4.3.4 Promote educational/cultural exchanges, seminars, exhibitions, debates; supervise the acquisition and distribution of culturally educational books and other educational material related to the heritage of members;
- 10.4.3.5 Prepare and submit through the Vice President, a report to the members at each quarterly and annual general meeting;
- 10.4.3.6 Submit through the Vice President to the Board for approval the committee's annual Work plan and Budget - within three months following the Annual General Meeting;
- 10.4.3.7 Attend the Quarterly and General Meetings of the Association.

10.5 The **Membership Services Committee** Shall:

- 10.5.1 Be responsible for the development and implementation of a membership strategy approved by the Board of Directors;
- 10.5.2 In conjunction with the Board of Directors, set annual targets for recruitment of new and current members, ensuring targets are met;
- 10.5.3 In conjunction with the Membership Events Committee, develop outreach and yearly blitzes to attract new members;
- 10.5.4 Collect annual membership dues;
- 10.5.5 Manage and maintain the membership database, ensuring it is kept up to date
- 10.5.6 On a quarterly basis, submit to the Board for approval all applications for membership in the Association;
- 10.5.7 Secure and maintain membership benefits;

- 10.5.8 Submit through the Vice President to the Board for approval, the committee's annual work plan and budget not later than three months (3) after the Annual General Meeting;
- 10.5.9 Prepare and submit, through the Vice President, a report to the members at each quarterly and annual general meetings;
- 10.5.10 Attend the Quarterly and Annual General Meetings of the Association.

10.6 The **Membership Events Committee** Shall:

- 10.6.1 Assume overall responsibility for services to members;
- 10.6.2 In conjunction with the Membership Services, through mail or electronic means, mail out annual membership renewal notifications between January 31 and April 31;
- 10.6.3 Plan and execute annual membership events, membership recognition events and volunteer information sessions;
- 10.6.4 Host at least two membership social events annually;
- 10.6.5 Be accountable for the Awards Committee that scans the membership and community for suitable candidates to be presented to the Board for Lifetime Membership; annual awards; long service awards; recognition by the Jamaican, Municipal, Provincial, and Federal Governments; and other organizations as appropriate; maintain an accurate record of all nominees, a copy of the said list is to be filed with the Secretary;
- 10.6.6 Be responsible for offering compassionate support to members/families in the event of illness or bereavement, by arranging hospital/home visits and/or sending flowers/cards/gifts as appropriate;
- 10.6.7 Prepare and submit a report, through the Vice President, to the members at each quarterly and annual general meeting;
- 10.6.8 Submit through the Vice President to the Board for approval the committee's annual work plan and budget - within three months following the Annual General Meeting;
- 10.6.9 Attend the Quarterly and Annual General Meetings of the Association.

10.7 The **Youth Affairs Committee** Shall:

- 10.7.1 Assume overall responsibility for recruiting, servicing, and retaining youth sixteen to twenty-nine years of age in the Association;
- 10.7.2 Perform advocacy, intervention, and support roles, as appropriate, on behalf the youths of the constituencies served by the JCA;
- 10.7.3 Plan and execute programs, activities, conferences, seminars, etc., that provide youths with educational, recreational , social, career and entrepreneurial counselling, mentoring, and other experiences that contribute to their development;
- 10.7.4 Submit through the Vice President to the Board for approval the Committee's Annual Work plan and Budget - within three months following the Annual General Meeting;

- 10.7.5 Prepare and submit a report, through the Vice President, to the members at each quarterly and annual general meeting;
- 10.7.6 Attend the Quarterly and Annual General Meetings of the Association.

10.8 The **Women's Committee** Shall:

- 10.8.1 Assume overall responsibility for issues impacting women within the organization and the wider community;
- 10.8.2 Advance the full participation and equality of women in the organization in all aspects of the Association and the wider community;
- 10.8.3 Promote educational opportunities through seminars, forums, workshops, conferences, guest speakers, round table discussions, film presentations and articles in the Newsletter, to educate the membership and the wider community on issues impacting women, the family and the community;
- 10.8.4 Advocate, intervene and give support as appropriate on behalf of women in the organization;
- 10.8.5 Initiate special projects, network and liaise with other women's groups and function as a resource group;
- 10.8.6 Mobilize women in the organization to participate in issues and activities pertaining to women's equality rights;
- 10.8.7 Promote the visibility of the women in the organization by organizing events to commemorate International Women's Day and Persons Day;
- 10.8.8 Prepare and submit a report, through the Vice President, to the members at each Quarterly and Annual General Meeting;
- 10.8.9 Submit through the Vice President to the Board for approval, the Committee's Annual Work plan and Budget- within three months following the Annual General Meeting;
- 10.8.10 Attend the Quarterly and Annual General Meetings of the Association.

ARTICLE 11: QUORUMS, VOTING PRIVILEGES, NOMINATIONS AND MEETINGS

11.1. The quorums for meeting of the JCA shall be as follows:

- 11.1.1 For a general meeting, 30 members in good standing including duly appointed proxy holders;
- 11.1.2 For a meeting of the Board of Director, 5 voting members.

11.2 Voting Privileges may be exercised by Regular Members, sixteen years and older, in good standing and by Lifetime members only;

11.3 Voting shall be as follows:

- 11.3.1 For election of Board members and Standing Committee Chairs by secret ballot, in person, by proxy, mail or other electronic means as approved by the Board of Directors;

11.3.2 For all other matters, by show of hands.

11.4 For the purpose of the Annual General Meeting a member in good standing shall be Lifetime Members and Regular Members, over sixteen years of age whose membership fee is up to date by April 30 of the current year.

11.5 For the purpose of the Annual General Meeting a Nominating Committee of five members excluding Board Members, shall be appointed no later than three months (3) after the Annual General Meeting, for the following reasons:

11.5.1 To canvass the membership and the community for suitable candidates for Board/committees positions;

11.5.2 To present to the AGM a slate of qualified candidates closely matched to the criteria provided for the respective position on the Board of Directors, as well as committee chairs and trustees;

11.5.3 To ensure that persons intending to run for a position on the Board of Directors are not part of the Nominating Committee, and that should a Nominating Committee member decide to run for a Board position, he/she resign immediately;

11.5.4 To follow-up with new Board Members and Committee Chairs within 3 months of their election, to ensure that they have successfully assumed their responsibilities;

11.5.5 To manage the electoral process related to preparing ballots (paper, electronic or proxy), counting and reconciliation, and motion to destroy ballots.

11.6 Notice of Annual General Meeting shall be sent electronically or by mail to members in good standing at least seven (7) days prior to the date of the meeting, such to be held no later than May of each year.

11.6 There shall be an Annual General Meeting for the following purposes:

11.6.1 To elect directors, committee chairs and trustees for the ensuing term;

11.6.2 To receive reports of officers and committees through the Board Report of the President;

11.6.3 To receive the Auditor's Report;

11.6.4 To appoint an external auditor, who shall hold office until the next Annual General Meeting after being appointed, or until his/her successor is appointed;

11.6.5 To conduct any other business of the Association.

11.8 Membership Meetings: In addition to the AGM, membership meetings shall be held in February and November in person and/or by video conference. Other meetings may be called by the President, with the approval of the Board, whenever, in the judgement of the Board of Directors, there is need is for such meetings.

11.9 When requested by a quorum of 30 members in good standing including duly appointed proxy holders, the President or Vice President shall convene a Special Meeting within seven days of being notified in writing.

11.10 Meeting of the Board of Directors shall be held monthly in person and/or by video conference. The time and place shall be determined by the Board.

11.12 Decisions at all meetings shall be by majority vote of those present.

11.13 No error of omission in giving notice of any meeting of Members of the Association, or any adjournment thereof, shall invalidate such meeting or make void the proceedings of the meeting. For the purpose of serving a notice of meeting, the email or mailing address of any Member or Director shall be his/her last address recorded in the database of the Association.

11.14 Any meeting of the Association or Board of Directors may be adjourned to any time and place, and business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

11.15 Motions that have financial implications must be sent to members in advance of the respective general meeting.

ARTICLE 12: FUNDS

12.1 The Charitable Assistance Fund Shall:

12.1.1 Be administered by the Board of Directors and managed by the Vice President;

12.1.2 Be for the sole purpose of providing, in crises situations, for the immediate necessities of members and other people from the constituencies served by the Association; be applicable to other individuals in crisis, should such individuals be deemed worthy by the Board;

12.1.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

12.2 The Scholarship Fund Shall:

12.2.1 Be administered by the Scholarship Committee, under the direction of the Education & Culture Chair and Board of Directors;

12.2.2 Provide financial assistance to the constituencies served by the Association; such assistance may take the form of annual scholarships and bursaries;

12.2.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

12.3 The Building Fund Shall:

12.3.1 Be for the purpose of acquiring and maintaining a community centre for social, cultural, and other appropriate activities;

12.3.2 Be administered by the Board of Directors;

12.3.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

ARTICLE 13: TRUSTEES

13.1 Composition: There shall be a Board of Trustees of three members in good standing, with a minimum of 10 years of continuous service.

13.2 Election and Term: Trustees shall be elected each for a two-year term; but to allow for continuity, two members shall be elected in one year, and one in alternate years. A trustee shall serve for not more than three two-year consecutive terms.

13.3 Filing Vacancies: In the event of death or resignation, the Board of Directors shall fill the vacancy.

13.4 Responsibilities:

13.4.1 Monitor the infrastructure plan of the Association; provide feedback and recommendations to the Board annually;

13.4.2 Act as a source of historical record and ensure information is regularly documented and archived;

13.4.3 Provide knowledge transfer to incoming Boards and new members;

13.4.4 Take inventory of all fixed assets, furniture, and office equipment and provide the report of the inventory with recommendations to the Board of Directors prior to the Annual General Meeting;

13.4.5 Perform other duties that may be requested by the Board of Directors.

ARTICLE 14: GENERAL

14.1 Political Affiliation: All members of the Board shall be politically non-partisan in any dealings on behalf of JCA.

14.2 Limitation of Liability: No member of the Board shall be personally liable in any way whatsoever for the acts, defaults, losses, expenses, or other deficiencies of any other member of the Board or of any employee of JCA; or for any loss, damage, or expense happening to the JCA because of unforeseen circumstances involving the acquisition of property by order of the

Board on behalf of JCA; or for loss of money or other securities deposited with a financial institution that goes bankrupt or insolvent.

14.3 Indemnification: The Board of Directors, by simple resolution, will compensate any member of the Board to act on its behalf, out of the funds of the Association, for reasonable expenses incurred in carrying out his/her duties on behalf of JCA.

14.4 Honorarium: The Board of Directors, by simple resolution, may pay an honorarium to the Association's Treasurer once a year, the amount to be determined by the Board.

14.5 Administrative Authority: The General Membership shall be the ultimate source of authority. The Board of Directors manages the organization on behalf of its members; the Board will formulate and recommend policy in the General Membership for its consideration.

14.6 Roberts Rule of Order: These rules constitute the parliamentary authority of the Organization.

14.7 Amendment of the Constitution: This Constitution may be amended at an Annual General, Quarterly, or Special Meeting of the Association by a two-thirds majority of those Regular and Lifetime Members present and voting, provided seven days' written notice of the proposed amendment was submitted to the members.

Appendix I

The History of the Jamaican Canadian Association

The Jamaican-Canadian Association was founded in 1962 by a group of Jamaicans then living in Toronto. The impetus for the creation of the association was the emergence of Jamaica from colonial status to becoming an independent nation in August, 1962. Jamaicans in Toronto formed a committee comprised of the following: Roy G. Williams, Bromley Armstrong, E.S. Ricketts, Miss Phyllis Whyte, Mrs. Catherine Williams, George King, Leyton Ellis and Kenneth Simpson to plan and execute a celebration of the momentous occasion. This committee enabled the disparate group of university students, nurses, domestic workers, and scattered others (representing the demographics at that time) to come together as a unit to participate in a collective public activity as Jamaicans in Toronto for the very first time.

The celebration of Jamaica's Independence took the form of a Dinner Dance which was held at the King Edward Sheraton Hotel on King Street East in Toronto on August 6, 1962. It was a grand occasion. Jamaicans came out in their finest attire. Toasts were proposed to each level of government. The high point of the night came when the new black, gold, and green Jamaican flag was unfurled for the first time as the assembled group haltingly sang the national anthem, also for the first time. A good time was had by all as the assembled group on that occasion truly embraced the national motto "Out of Many One People."

Following the celebration, the Jamaicans in Toronto formed the Jamaican Canadian Association at an Inaugural General Meeting on September 23, 1962. The meeting adopted the proposed Constitution and elected the first Executive Committee (later Board of Directors). The Executive Committee selected from among themselves the following officers and chairpersons: Roy Williams, President; Bromley Armstrong, Vice-President; George King, Executive Secretary; Ira Dundas, Treasurer; Recording and Correspondence Secretary, Miss Mavis Magnus; Bromley Armstrong, Chair of the General Purposes Committee; J. B. Campbell, Chair of the Education and Scholarship Committee; Owen Tennyson, Chair of the Publicity and Social Committee; Miss Phyllis Whyte, Mrs. Violet Carter and E. S. Ricketts were Members at Large.

Reorganization

On November 26, 2013, The Jamaican Canadian Association accepted the *Recommendations from the Working Group on the Future of the Jamaican Canadian Association* this report recommended:

The Jamaican Canadian Association becomes three distinct but related organizations:

Heritage Foundation, Membership Organization (JCA) and Social Services (Caribbean African Canadian Social Services). The three organizations are legally separate entities. However, they will have a defined relationship that will be articulated in the respective by-laws and will be developed to ensure a consistent and complimentary brand that strengthens the JCA identity within the non-profit, private and public sectors as well as with residents in the Greater Toronto

Area. The Jamaican Canadian Association created CAFCAN, in 2014, to which it is linked by devolving its social services functions to be performed on its behalf in perpetuity. The Heritage Foundation has not been created.

APPENDIX II

The Jamaican Canadian Association recognizes a special relationship with the following:

1. Caribbean Canadian Seniors Group – founded by JCA members and receives in-kind support
2. Caribbean African Canadian Social Services (CAFCAN) – created by the JCA in 2014 to deliver the former JCA social services, CAFCAN is an ex-officio member on the JCA Board. JCA also is an ex-officio member of the CAFCAN Board.