



CONSTITUTION

FOR

KENYA COMMUNITY IN ONTARIO

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CONSTITUTION FOR KENYAN COMMUNITY IN ONTARIO

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BE IT ENACTED as the constitution of the Organization as follows:

ARTICLE 1: INTERPRETATION

1.01 Definitions: In this constitution and all other resolutions of the directors and Members of the Organization, unless the context otherwise requires:

"Act" means the Corporations Act (Ontario) and any Act that may hereafter be substituted thereof, as from time to time amended.

"Constitution" means a bylaw relating generally to the transaction of the business and affairs of Kenyan Community in Ontario.

"Organization" means the Kenyan Community in Ontario known herein and after as KCO

"Letters Patent" means the letters patent incorporating the Organization as from time to time amended and supplemented by letters patent.

"Member" means a member of the Organization.

"Board" means the Board of Directors of the Organization.

"Officer" means board members or employees of the Organization.

"Meeting of Members" includes an annual general meeting, regular meetings and special meetings of members.

"Associate Member" means a representative of a constituent Kenyan community organization who pays membership fee, based on total members, to KCO.

"Executive" means a member of the board of directors that holds office as defined in article 8.07 of the constitution. These officers include President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

"C.R.O." means Chief Returning Officer as stipulated in the Election and Referenda Bylaw.

"Volunteer" means someone who freely gives their time and skills without remuneration Also, note additional definition of volunteers during contained in the Elections and Referenda Bylaws of KCO.

Word importing **number** include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and organizations.

ARTICLE 2: PREAMBLE

- 2.01 KCO is an Ontario-based not for profit, non-political and non-religious Organization committed to promoting community development, settlement and adjustment programs as well as preserving the rich cultural heritage of its members in Canada. KCO also works in partnership with other Canadian Organizations, Canadian friends of Kenya, donors and other supporters in promoting international development projects and charitable grassroots community development projects in Ontario and in Canada. KCO supports its work through the financial, material and voluntary contributions of its members and the Canadian public, and counts on the moral support of Canadian society to achieve the local community and international development goals.

ARTICLE 3: MISSION AND VISION

MISSION STATEMENT

- 3.01 The mission of KCO is to improve the standard of living of families, women and children, youth and seniors by the provision of quality services through social, community economic development and capacity building.

VISION

- 3.02 KCO involves members of the Community and friends of Kenya in Ontario and in Canada in productive community economic development initiatives and fosters a sense of national unity, development consciousness and equity among its members.
- 3.03 KCO works in collaboration with other communities, organizations and agencies in Ontario and elsewhere in achieving its objectives.
- 3.04 KCO believes in and values the provision of high quality community social services that promote and build a better and prosperous society;
- 3.05 KCO is accessible and accountable to the community;
- 3.06 KCO provides free and friendly settlement and community development services, and continues to advocate for largely underserved and marginalized communities;
- 3.07 KCO serves clients regardless of race, national origin, ethnicity, culture, gender, sexual orientation, age, ability or religion; and
- 3.08 KCO unites the communities by creating a socially cohesive environment under the roof of a "Community Centre".

ARTICLE 4: OBJECTIVES

- 4.01 To provide education, counseling and other support services for its members in need of settlement and integration supports.
- 4.02 To establish, maintain and operate programs and services for newly arriving members of the community.
- 4.03 To educate, promote and increase the public's understanding and appreciation of the cultural and artistic diversity represented by KCO members.
- 4.04 To provide instructional seminars on topics related to settlement, economic development, integration and cultural needs of the community.
- 4.05 To relieve poverty by supporting and advocating for persons in need.

ARTICLE 5: TRANSACTION OF THE AFFAIRS OF THE ORGANIZATION

5.01 HEAD OFFICE

The head office of KCO shall be located in the City of Toronto and the Province of Ontario, Canada, at a place therein where the business of the organization may be effectively conducted. KCO may establish such other offices and agencies elsewhere as the Board of Directors may deem necessary.

5.02 SEAL

The seal, an impression whereof is imprinted in the margin thereon is the official seal of the KCO

5.03 CERTIFICATIONS

The Board of Directors of KCO mandates the President, Vice-President, Secretary and Treasurer of the Organization to sign all documents unless otherwise specified, on behalf of the KCO.

5.04 FINANCIAL YEAR

Until changed by the general membership, the fiscal year of the Organization shall end on June 30th of each year.

5.05 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligation, certificates and other Instruments may be signed on behalf of the Organization by any two (2) of the executive, such as, President, Vice President, Treasurer, Secretary, Assistant secretary and Assistant Treasurer. In addition, the board may from time to time direct the manner in which the persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Organization may affix the corporate seal thereon.

5.06 BANKING ARRANGEMENTS

The banking business of the Organization shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the members. Such banking business or any part thereof shall be transacted under such agreements; instructions and delegation of powers as the members may from time to time prescribe or authorize.

ARTICLE 6: MEMBERSHIP

6.01 The KCO is composed of Regular Members, Associate Members and Honorary members.

1. **Regular Membership** in the KCO is open to all individuals who are over 18 years of age and who shall abide by the constitution and by-laws of the Organization. Regular members must be active members who accept the Organization's Mission Statement and who have paid their membership fees in full. Members of organizations or agencies that are KCO Associate Members and satisfy the requirements of KCO Membership Bylaws will also be eligible for Regular Membership. .
2. **Associate membership** is open to agencies, networks and institutions that subscribe to KCO's Mission Statement and who have paid their membership fees in full. Each Associate member organization has one vote during KCO elections but cannot contest for an elected office. Eligible organizations that are KCO associate members who wish to have their individual members considered as KCO regular members shall remit to KCO Board fees commensurate with its total membership.

3. **Honorary Members** are individuals who support the mandate and objectives of KCO and have benefited the Organization. They should be recommended by the Board of Directors for Honorary membership and conferred the same at a general meeting. Such members are not eligible to vote or to contest for an elected office.
- 6.02 KCO Board shall enact Membership bylaws that govern the requirements for Associate member organizations whose members shall be eligible for KCO regular membership and shall be reviewed and updated by the board periodically to reflect current membership dynamics. The bylaws shall spell out eligibility, fees and any special requirement necessary for smooth operations of the organization.
- 6.03 **TERM OF MEMBERSHIP**

The interest of a member in the Organization is not transferable and lapses and ceases to exist upon:

 1. Failure to pay the fee for membership and other prescribed contributions if any, within a reasonable time after which such fee is due as the board may prescribe from time to time;
 2. death;
 3. A member resigning;
 4. Otherwise ceasing to be member in accordance with the by-laws of the Organization
- 6.04 The Board of Directors is empowered to approve or reject the acceptance of a member subject to ratification at a general meeting of members by a simple majority of 50% + 1 conducted by a secret ballot of the regular voting members present.
- 6.05 The Board of Directors shall periodically review and establish regular membership fees subject to ratification by a simple majority of 50% + 1 of regular voting members present at an Annual General Meeting.
- 6.06 Any member who wishes to withdraw from membership in KCO shall notify the Board of Directors in writing and upon receipt by the Board of such notice, the member shall cease to be a member.
- 6.07 A General Meeting of members may adopt a resolution to expel or to suspend any regular voting member who:

- a. Conducts himself/herself in an improper or unbecoming manner contrary to the code of conduct.
 - b. Willfully commits a breach of the constitution and bylaws of KCO.
 - c. Acts in conflict with the mission and objectives of KCO or endanger its reputation.
- 6.08 No member shall be expelled or suspended without having been notified of the charge against him/her and without having been first given an opportunity to be heard at a special meeting called for that purpose by the Board.
- 6.09 Cessation of membership shall in no way relieve a former member of KCO of any obligations to the Organization by virtue of having been a member.
- 6.10 Any member who resigns, withdraws, or is expelled from the Organization shall forthwith forfeit all rights, claims and interests arising from or associated with membership in KCO.

ARTICLE 7: GENERAL AND SPECIAL MEETINGS

- 7.01 The Annual General Meeting (A.G.M.) of the Organization shall be held each year between 1st day of December of that year and the 15th day of January of the following year. KCO Board to ensure that all KCO officials attend the Annual General Meetings, including all other meetings as specified in the bylaws.
- 7.02 One third of the regular voting members in good standing shall form a quorum at the Annual General Meeting or any adjournment thereof.
- 7.03 At every alternative Annual General Meeting of the Organization, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and Report of the Auditors shall be presented. A new Board of Directors shall also be elected and Auditors and other officers of the Organization appointed for the ensuing two years.
- 7.04 **General Meetings.**
There shall be quarterly general meetings for all members of the Organization at such time and places to be agreed upon. Such meetings shall be held for the purpose of enhancing the objectives of the Organization as well as dealing with the day to day operations of the Organization. In every alternate year one of the quarterly meetings shall be the Annual General Meeting.

- KCO Board Members are expected to make all necessary arrangements to avail themselves for KCO general meetings and special meetings as specified in the bylaws.
- KCO Board Member(s) unable to perform their duties as required and/or are away for more than 3 consecutive general meetings, without valid cause, shall be required to tend their resignations to the KCO Board.

7.05 Special Meetings.

The Board, the president or any 8 members upon written request to the secretary, shall have the power to call a special meeting of members at any time.

Notice in the manner prescribed for general meetings must be given to the membership.

7.06 Place and notice of Meetings. Meetings of members of the Organization shall be held at such time and place in Canada as the Board of Directors or a general meeting of the regular voting members shall determine. Notice of the date, time and the place of the meeting shall be sent not less than twenty-two days or more than fifty days before the meeting to:

- i) Members entitled to vote at the meeting;
- ii) Auditor of the Organization and other stakeholders.

7.07 The president or in his/her absence a vice-president of the Organization, shall be chairperson of the meetings of members; if no such officer is present within (30) minutes from the time fixed for holding the meeting, one of the other board members shall be chairperson going in hierarchical order. In absence of any of the board members, the persons present and entitled to vote shall choose one person to be the chairman. If the secretary of the Organization is absent, the chairman shall appoint some person who should be a member, to act as secretary of the meeting. If desired, one or more attendants, who need not be a member of the board, may be appointed by a resolution or by the chairman with the consent of the meeting, to act as the secretary of that particular meeting.

7.08 No error or omission in giving notice of any Annual General Meeting, General Meeting or Special Meeting or any such adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat.

7.09 For the purpose of sending notice to any member, Director, or officer for any meeting or otherwise the address of any member, director or officer shall be that person's last address recorded on the books of the Organization.

- 7.10 Any meetings of the Organization or of the Board of Directors may be adjourned at any time from time to time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment except where the period from the time of the original meeting to the proposed time of the adjourned meeting exceeds two weeks. However, information regarding any adjourned meeting shall be made available during this period to any member upon request.
- 7.11 Any regular voting member in good standing shall be entitled to vote at all Annual General Meetings, General Meetings and Special Meetings of members except as otherwise provided for in the bylaws.
- 7.12 Votes of regular members in good standing shall be given in person. However in extreme circumstances where the member is unable to attend for understandable reasons, proxy votes on prescribed forms duly signed by the absent member shall be accepted.
- 7.13 At all meetings of the Organization, every question shall be decided by a simple majority of 50 percent plus one of the votes of the regular voting members present at the meeting.
- 7.14 Every question shall be decided in the first instance by a show of hands unless a regular voting member present at the meeting presents a motion for a secret ballot. A declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Organization shall be sufficient evidence of the fact, without proof of the number or proportion of votes cast.
- 7.15 In case of an equality of votes at any such Meetings, whether upon a show of hands or by secret ballot, the Chair shall cast the deciding vote.
- 7.16 Poll. After a show of hands has been taken on any question, the chairman may require, or any person entitled to vote on the question may demand a poll. A poll so required or demanded shall be taken in such manner, as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

ARTICLE 8: ELECTIONS

- 8.01 The election of all officers of KCO shall take place at the Annual General Meeting.

- 8.02 Each voting member of the KCO shall be entitled to one vote.
- 8.03 No official shall be elected to the same office for more than 2 consecutive terms.
- 8.04 The board shall request the membership to nominate 5 electoral commissioners no later than the last day of the eleventh month of the second year of their term in office.
- 8.05 Electoral Commissioners should be notable members of the Organization who are not running for office, or external community volunteers including funders or officials from other organizations.
- 8.06 The electoral commission shall;
1. Perform the duty of implementing electoral rules and procedures.
 2. Be independent and impartial.
 3. Preside over the elections and announce the names of the new board of directors.
 4. Be required to address any perceived regional and gender representation.
 5. Disband within 21 days after the elections are completed and any complaint have been addressed and resolved. All complaints concerning the elections have to be filed within 7 days and the commissioners' decision shall be final.
- 8.07 Each candidate must be nominated by at least one member and seconded by 10 other members, all of whom must be in good standing. Unless otherwise changed, the positions to be contested are:
1. President
 2. Vice-President
 3. Secretary
 4. Asst. Secretary
 5. Treasurer
 6. Asst. Treasurer
 7. 2 Board members

8.08 Candidates for election shall:

- i) be free of bankruptcy
- ii) be mentally sane
- iii) be willing to be bonded by the Organization

8.09 Further/additional rules and procedures regarding elections and referenda are contained in annexed "Elections and Referenda Bylaws of KCO"

ARTICLE 9: BOARD OF DIRECTORS

PREAMBLE

Bill C-4 and Canada Corporations Act, vests ultimate authority in Board of Directors. More specifically, Section 124 of Bill C-4 stipulates "subject to this Act and articles...the directors shall manage or supervise the management of activities and affairs of a corporation"

9.01 A Board of Directors shall manage the affairs of KCO. The Board shall be composed of nine (9) members of whom five (5) members shall constitute a quorum at a KCO board meeting.

9.02 **Board of Directors**

Any Regular Voting member or a designated representative of an Associate Member of KCO may stand for election to the Board of Directors provided that he/she or the organization is a regular voting member in good standing and has volunteered for KCO for a period of at least a year.

9.03 Each director shall be elected to hold office for two years.

9.04 The election of members of the Board of Directors at an Annual General Meeting shall be by secret balloting.

9.05 **Vacation of Office**

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) If a receiving order is made against him/her or if he/she makes an assignment under the Bankruptcy Act.
- b) If an order is made declaring him/her to be mentally incompetent or incapable of managing his/her affairs.

- c) Upon death.
- d) If by notice in writing to the secretary of the organization he/she resigns office.
- e) If any Director misses three (3) consecutive board meetings without reasonable excuse.

9.06 **Removal of Director**

A Board member can be removed before the expiration of his/her term of office for cause by resolution passed by a two third majority vote cast at a duly constituted special meeting. Another voting member in good standing can be elected as replacement for the remainder of the term of office of the expelled Board member.

9.07 **Calling of Meetings**

Meetings of the board shall be held from time to time at the request of the board or president or any two directors. Notice of the time and place of every meeting shall be given to each director not less than fourteen business (14) days (excluding Saturday, Sundays and Official Holidays), unless it is an emergency meeting or if all directors are present and consent to such a meeting being held.

1. First Meeting of New Board

Provided a quorum of directors is present, each newly-elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

2. Regular Meeting

The board may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the board fixing the place, day and time of regular meeting of the board shall be sent to each director after being passed. Additional notice will be sent 14 business days prior to the meeting and to reconfirm meeting date, venue and agenda.

3. Place of Meeting

Meetings of the board shall be held at the Head Office of the Organization or at any other conveniently located and agreeable address.

9.08 Directors will not receive any remuneration for their services, although they may be reimbursed for out of pocket expenses incurred while attending meetings or conferences or working on a project on behalf of the Organization.

9.09 The Board of Directors may from time to time authorize the employment of such persons, as they deem necessary to carry out the objectives of the Organization.

Such persons shall have authority and shall perform such duties as from time to time may be prescribed by the Board according to the constitution and by-laws of KCO.

9.10 The Board of Directors shall have and exercise all the powers of the Organization. Thus it may prescribe such rules and regulations relating to the management and operations of the organization as they deem necessary, and such rules and regulations shall have force and effect unless rescinded at a General Meeting in accordance with the constitution and by-laws of KCO.

9.11 **Conflict of Interest**

Members of the board of directors or their immediate family (same household) shall not enter into any business arrangement in which their interest directly or indirectly is in conflict with that of the Organization; except on a written and competitive sealed quotation basis.

In all matters of conflict of interest or potential conflict of interest, board members MUST declare their interest beforehand and refrain from voting on that particular matter.

The chairman of the board or any committee of the board shall request a board member who has declared an interest in business or other financial arrangements with the Organization which being discussed to absent him/herself during the discussion of and vote upon the matter. This action shall be duly recorded in the minutes.

9.12 **Declaration of Interest.**

It shall be the duty of every director of the Organization who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Organization, to declare such interest to the extent, in the manner and at the time required by the Canada Corporations Act, in regards to conflict of interest, and to refrain from voting in respect of contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Corporations Act.

ARTICLE 10: OFFICERS

10.01 PAST PRESIDENT.

The immediate past president shall have the full rights and privileges of a board member including the right to vote. Unless otherwise determined by resolution of the board, the office of the past president shall automatically be filled, immediately after the election of a new president, by the person who held the

office of the president immediately preceding such election. The term of such office shall be until the next elections.

10.02 PRESIDENT

The President shall chair general meetings of KCO. He/she is responsible for submitting reports to the appropriate general meetings of KCO. The President ensures that all standing committees prepare reports for submissions to the board of directors of KCO.

The President is the official spokesperson of KCO.

10.03 VICE PRESIDENT

The Vice President performs the duties of President in the absence of the President and all other duties delegated by the President or the Board.

10.04 SECRETARY

The Secretary is the recording officer. The Secretary shall be custodian of the records of the business transacted at meetings. The Secretary shall have primary responsibility to record accurately the decisions made at meetings. The Secretary shall be responsible for sending notices of meetings. In consultation with the President, shall prepare the agendas. At meetings, the Secretary shall record the minutes, date, time, place of the meeting, those in attendance and the list of communications. The Secretary shall be responsible for all correspondence and shall attend all meetings of KCO.

10.05 ASSISTANT SECRETARY

The Assistant Secretary performs the duties of the Secretary in the absence of the Secretary and all other duties delegated by the Board.

10.06 TREASURER

The Treasurer shall keep full and accurate account of all receipts and disbursements of KCO in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of KCO in such bank or banks as may from time to time be designated by the board of directors. The Treasurer shall disburse the funds of KCO under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of KCO. The Treasurer shall also perform such other duties as may from time to time be delegated by the board of directors. The Treasurer shall be the main signatory to KCO financial documents including cheques.

10.07 ASSISTANT TREASURER

The Assistant Treasurer performs the duties of the Treasurer in the absence of the Treasurer and all other duties delegated by the Board. The Assistant Treasurer shall also be the signatory.

ARTICLE 11: COMMITTEES AND COMMISSIONS

11.01 There shall be the following standing committees:

- a) Budget/Finance committee
- b) Cultural and Social committee
- c) Settlement Program Committee
- d) Womens' Committee
- e) Youth Committee
- f) International Development committee
- g) Membership committee

11.02 The Board shall appoint ad hoc committees as required.

11.03 The composition of committees shall consist of at least one representative from the board representatives from the general membership and any other resource persons that will enhance the work of the committee

11.04 The Board shall determine the frequency of meetings and action plans of each committee.

11.05 All committees must submit reports to the board for approval.

ARTICLE 12: BOARD MEETINGS

- 12.01 Five (5) out of nine (9) members of Directors present at a Board meeting shall constitute a quorum for the purpose of legitimizing the decisions of the Board.
- 12.02 The Board of Directors may hold its meeting at such place or places within Ontario and Canada as it may from time to time be determined. The secretary sends out any such formal notices for meetings.
- 12.03 Any five (5) Directors may formally demand board meetings. Notice of such meetings shall be given to each Director by the Secretary not less than fourteen business days or two weeks before the meeting is to take place.
- 12.04 The Directors may consider or transact any business either special or general at any meeting of the Board.
- 12.05 Questions arising at any meeting of the Directors shall be dealt with on a consensus basis and failing that, by a majority vote. Each director shall be entitled to one vote. In case of a tie, the motion fails to carry unless in which case the Chair shall have a casting vote to break tie. All votes at any Directors' meetings shall be taken by secret ballot if so moved and approved by Directors' present, but if no motion is made, the votes shall be taken by show of hands.
- 12.06 No proxy votes will be allowed at Board meetings.
- 12.07 A declaration by the President that the motion has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of votes recorded.
- 12.08 In the absence of the President, the Vice-President or any other Director of the Board may be appointed to perform the duties of President.
- 12.09 The Board of Directors shall meet at least four times a year in addition to any Board meetings held at or around the time of the Annual General Meeting of the Organization.

ARTICLE 13: SPECIAL COMMITTEES (AD HOC COMMITTEES)

- 13.01 The Board of Directors may, at any time, appoint or request the membership to elect one or more of the Directors and or general voting members to constitute members of special committees of the Board.

- 13.02 The special committees may meet at stated times on notice sent to all of their members by The Secretary.
- 13.03 The Board may delegate to special Board committees authority to exercise such powers as the Board may decide.
- 13.04 At any time and with the consultation of the Board of Directors, any group of three or more general voting members may form a working ad hoc committee in order to pursue a particular objective, which lies within the mandate of the Organization. Such committees will be seen as duly mandated by the Board of Directors and subject to the provisions of the bylaws of the Organization.

ARTICLE 14: NOTICE

- 14.05 Method of giving notices: Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the act the letters patent or the by-laws or otherwise to a member, director, officer or the auditor of the Organization shall be sufficiently given if delivered to his/her last address as recorded in the books of the Organization, or mailed by prepaid mail or airmail addressed to him at his/her last address as recorded in the books of the Organization, or if sent to him/her said address by any means transmitted or recorded communication. The secretary may change the address on the Organization's books of any member, director, officer or auditor of the Organization in accordance with any information believed by him to be true and reliable based on information submitted by said member. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 14.02 Computation of time: In computing the date when the notice must be given under any provision requiring a specified number of days, such as of any meeting or other event, the date of giving the notice shall be excluded and date of the meeting or other event shall be included.
- 14.03 Omissions and errors: The accidental omission to give any notice to any member, director, officer or the auditor of the Organization or non-receipt of any notice by any member, director, officer or the auditor of the Organization or any error in any notice not affecting the substance thereof shall not invalidate any

action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- 14.04 Waiver of notice: Any member, director, officer or auditor of the Organization may waive any notice required to be given to him/her under any provision of the Act or letters patent or the by-laws of the Organization, and such waiver, whether given before or after the meeting or other event of which notice required to be given, shall cure any default in giving such notice.

ARTICLE 15: AMENDMENTS

- 15.01 Amendments to the by-laws of KCO may be proposed by a motion of the Board of Directors or by a submission from any regular voting member KCO registered with the Secretary of KCO.
- 15.02 The Secretary must send a written notice of proposed amendments to all regular voting members at least thirty days prior to the Annual General Meeting. A two-thirds majority of regular voting members present at the Annual General Meeting is required to amend the bylaws.

ARTICLE 16: AUDITORS

- 16.01 A Firm of Auditors appointed by the Annual General Meeting shall audit the books of accounts and financial records of the treasurer of KCO at least once each year.
- 16.02 A complete and proper financial statement of the financial standing of KCO during the previous year shall be submitted by the Treasurer and the Firm of Auditor at each Annual General Meeting of KCO for approval.

ARTICLE 17: PROTECTION OF DIRECTORS

- 17.01 The individual members of the Board of Directors and officers of the KCO, their heirs, executors and administrators shall be indemnified and saved harmless out of the assets of the KCO from and against all actions, costs, losses and damages, which they, their heirs, executors or administrators incur or sustain by reasons of act done, concurred in or omitted in the execution of their duty or

supposed duty in their respective offices except such (if any) as they shall incur or sustain through their own willful neglect or default respectively.

ARTICLE 18: INDEMNITIES

- 18.01 Every Board of Director or officer of KCO, and every member of a KCO committee ("member" in this section) established by these by-laws or by the Board of Directors, or under practices approved under these by-laws, and his or her respective heirs and legal representatives, shall from time to time and at all times, both while a Director or officer or member, and after ceasing to be a Director or officer or member, be indemnified and saved harmless out of the funds of KCO from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or officer or member in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against the Director or officer or member for or in respect of any act, deed, matter or thing whatsoever made, done or committed or permitted by the Director or officer or member in or about or in respect of the duties of the Director or officer or member, if:
- (a) the Director or officer or member acted honestly and in good faith in the matter with a view to the best interests of KCO; and,
 - (b) the costs, charges, damages, liabilities fines, penalties, legal fees and expenses incurred by the Director or officer or member were not occasioned by his or her own willful neglect or default.

Furthermore:

- 18.02 The Directors of the KCO are authorized to cause the KCO to pay indemnities to any Director, officer or any person who has undertaken or is about to undertake any liability on behalf of KCO. Any action taken by the Directors under this paragraph shall not require the approval or confirmation of the members of KCO.
- 18.03 No Director or officer of KCO shall be liable for the acts or neglects of any other director or officer or employee or for not joining in any act for conformity in any loss, damage or expense happening to the Organization through insufficiency of title to any property acquired by order of the Board of Directors for or on behalf of the KCO or for the insufficiency of any security in which funds of KCO shall be invested or for any loss or damage arising from insolvency or tortuous act of any person or corporation with whom or which any monies, securities, or effects shall be lodged for loss or damage whatever which may happen in the execution of the duties of his or her respective office or trust or in reason thereto unless the same shall happen by or through his or her own willful acts or defaults.

ARTICLE 19: DISSOLUTION

- 19.01 The work of the KCO will be carried on with no gain to its members and officers and incomes generated by its activities will be used solely in the pursuit of the objectives of the KCO.
- 19.02 For the purpose of carrying out its objectives, KCO may borrow, raise or secure payment of monies in such a manner as it sees fit subject to prescribed limitations set out by resolution of the Board of Directors and to specifications outlined in the by-laws of the KCO.
- 19.03 The Board of Directors shall present a motion for the dissolution of KCO, to the General members. For the motion to be carried, it shall require a 2/3 majority of the regular voting members present at the meeting.
- 19.04 In the event of dissolution of KCO, all assets remaining after payment of Liabilities shall be distributed to one or more charitable Organizations with similar Objectives as the KCO. The motion for dissolution presented by the Board of Directors to the General Meeting shall contain a clause that reflects this Disposition of the Constitution and by-laws of KCO.

ARTICLE 20: CONFLICT RESOLUTION

20.01 **BOARD OF DIRECTORS AND MANAGEMENT**

Any dispute arising between Board of Directors or between Board of Directors and management, and any dispute concerning the operations or withdrawal of recognition of other community-based groups, that cannot be resolved through the use of appropriate dispute resolution methods and approaches shall ultimately be referred to a mutually agreed upon mediator.

20.02 **MEMBERS**

Whenever a dispute arises that concerns the rights or duties of members under these by-laws, or under practices approved under these by-laws, or whenever an issue arises that could result in an adverse decision affecting the membership status of a member, an applicant for membership, a Director or an Officer, a reasonable attempt shall be made to resolve the issue through the use of appropriate dispute resolution methods. Where these methods do not resolve the dispute or issue, and if the person affected is entitled under these by-laws to a fair hearing before an adverse decision is made, the person shall be so informed of that entitlement.

Where the person requests to be heard by the body authorized under these by-laws to decide the matter, the deciding body may either hear the matter in the first instance, or appoint an independent third party/mediator to hear the matter and to present a report and recommendations to the deciding body. In every case, the person affected shall be given a reasonable opportunity to address the deciding body, either in writing or in person, at the discretion of the deciding body, before an adverse decision is made by that body.

20.03 ELECTION AND REFERENDA DISPUTES

Where a member is guilty of a serious contravention of election bylaws, the C.R.O. can take corrective actions as per elections bylaws. The C.R.O. may also recommend to that the issue be referred to the an election conflict resolution committee, made up of at least 5 KCO members, one of whom will be a former board member not currently running for election.

Any member shall be entitled to appeal a ruling of the C.R.O. to the election conflict resolution committee. However, no appeal shall be considered by the election conflict resolution board unless it is received within twenty-Four (24) working hours of the C.R.O.'s ruling being posted.

Where a complete appeal is received, the election conflict resolution committee shall convene a hearing within twenty-Four (24) working hours of the appeal being submitted and, either rule on all appeals; or order a delay to the Election, Referenda results.

No appeal shall exist from a ruling of the election conflict resolution committee on an appeal of a ruling by the C.R.O.

ATTACHMENT: CODE OF CONDUCT

Every member of KCO shall:

1. Abide by the provisions of this constitution;
2. Actively participate in the activities of KCO
3. Promote the unity and understanding among the members
4. Refrain from and report any vicious activities and destructive criticism, which may foster disunity
5. Refrain from using obscene or vulgar language during any proceedings of KCO
6. Be free from the influence of intoxicants while conducting the affairs of KCO
7. Speak in non-provocative manner towards other members of KCO
8. Address the Chair during proceedings at all times
9. Any breach of the above provisions may result in one of the following disciplinary measure:
 - Rebuke by the Chair and denial from participation in proceedings for the rest of the meeting
 - Removal from meeting room
 - Suspension of membership in the Organization
 - Removal or ban from holding office
 - Imposition of a punitive fine.

THE OATH OF OFFICE

I -----, do solemnly swear that I shall sincerely serve Kenyan Community in Ontario Incorporated and I promise to do my best to defend this constitution and by laws and any amendment thereof and shall carry out my responsibilities faithfully, diligently and in accordance with its provisions and aspirations of the constitution; so help me God. (In case of the affirmation please omit "So help me God")

Signed by the member and sealed with the seal of Kenyan Community in Ontario on this ----- day of -----, 20--

Signature of Member