

**THE ST. VINCENT AND GRENADINES ASSOCIATION OF OTTAWA**

**P.O. BOX 983, STATION B, Ottawa, ON K1P 5R1**

**CONSTITUTION  
JUNE 28, 1987**

## **AIMS AND OBJECTIVES**

1. To foster a good working relationship with other Vincentian groups in Canada and abroad.
2. To foster a good working relationship with other ethnic and cultural groups in Canada.
3. To provide a forum for the discussion of any matter of interest to the members of the St. Vincent and Grenadines Association of Ottawa.
4. To participate in social, cultural and educational activities within the context of the Canadian mosaic.
5. To promote social, cultural and educational activities of interest to the members of the St. Vincent and the Grenadines Association of Ottawa.
6. To liaise on behalf of the St. Vincent and the Grenadines Association with the Federal, Provincial, Municipal and Territorial governments of Canada and any other such authorities.
7. To act on behalf of the St. Vincent and Grenadines Association with respect to any agency of the government of St. Vincent and the Grenadines.

## **1. INTERPRETATION**

- 1.1 Unless the context otherwise requires, words imparting the singular number or the feminine gender shall include the plural number or the masculine gender as the case may be, or vice versa.
- 1.2 References to persons shall include firms, corporations and associations.

## **2. OPERATIONS**

- 2.1 The Association shall be carried on without the purpose of gain for its members and any profits or other accretions to the Association shall be used in promoting its objectives;
- 2.2 The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties;
- 2.3 Upon the dissolution of the Association and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work in Canada.

## **3. MEMBERSHIP**

- 3.1 Membership in the Association shall be open to all Vincentians, organizations and any Canadian resident who is desirous of becoming a member.
- 3.2 There shall be four classes of members:
  - (a) Registered members
  - (b) Financial members
  - (c) Honorary life members
  - (d) Associate members
- 3.3 Registered Members: A registered member is a person who has paid the registration fee.
- 3.4 Financial Members: A financial member is a registered member who has paid his annual dues.

- 3.5 Honorary Life Members: An honorary life member is a person who by his efforts has contributed directly to the aims and objectives of the Association and is so designated by a special resolution, passed by a majority of not less than three-quarters (3/4) of such members entitled to vote, and present at a general meeting. An honorary life member shall not pay dues and is entitled to any of the privileges of a financial member except the right to vote and hold office.
- 3.6 Associate Members: An associate member is a person or organization who has demonstrated an interest in the affairs and objectives of the Association and is so designated by a special resolution passed by a majority of not less than three-quarters (3/4) of such members entitled to vote and present at a general meeting. An associated member is entitled to take part in any of the activities of the Association except the right to vote and hold office.
- 3.7 The Association shall have the right to suspend or expel any member, and to refuse membership to anyone whose conduct is incompatible with the aims and objectives of the Association.
- 3.8 All questions of membership shall be decided by the general body.
- 3.9 Any decision to deny membership, to suspend or expel a member shall be passed by a majority of not less than three-quarters (3/4) of such members entitled to vote and present at a general meeting of which four (4) weeks written notice, specifying the intention to propose the resolution has been given.
- 3.10 Membership in the Association shall cease upon receipt in writing of such notification by the Secretary from the member desirous of leaving, or as provided for in Article 3.9.

#### **4 FEES AND DUES**

- 4.1 Registration Fee: All applicants for membership shall pay a registration fee as may be determined by the Association at a general meeting from time to time.
- 4.2 Annual Dues: The annual membership dues shall be determined by the Association from time to time. Annual membership dues shall be paid no later than May 31<sup>st</sup> each year.
- 4.3 The Secretary shall notify all delinquent members thirty (30) days before their names are deleted from the financial membership list.

## **5. MEETINGS**

- 5.1 General Meetings: A general meeting of the Association shall be convened as often as deemed appropriate by the Executive.
- 5.2 Annual General Meetings: The Annual General Meeting shall be held no later than March 31<sup>st</sup> each year. At this meeting the executive shall be elected for a period of one year from the day after the meeting to and including the next Annual General Meeting subject to Article 3. Members shall be given at least two weeks notice of the meeting. All reports, audits and financial statements of the Association shall be presented at this meeting.
- 5.3 Special General Meetings: The President shall convene a special general meeting of the Association if no less than one-third (1/3) of the financial members requests a meeting in writing to the Secretary of the Association, subject to Article 5.4. Special general meetings shall be called no later than four (4) weeks after the receipt of the request was received by the Secretary.
- 5.4 Quorum: A quorum for a general meeting shall be one-quarter (1/4) of the financial members of the Association.

## **6. VOTING AND ELECTIONS**

- 6.1 Voting: Voting shall be by secret ballot unless otherwise agreed to by a majority of those members present and entitled to vote.
- 6.2 All officers of the Association shall be elected by secret ballot to hold office by majority vote.
- 6.3 Any vacancies which exist on the executive shall be filled by an election at the general meeting after which the vacancy was announced.
- 6.4 A returning officer who shall be responsible for the conduct of the election shall be elected whenever an election is to be conducted.
- 6.5 Term of Office: Officers shall hold an office for a period of two years subject to Article 3. and are eligible for re-election to any position.  
**(Amended March 1995).**
- 6.6 Every financial member is entitled to an unassignable vote.

## **7. OFFICES OF THE ASSOCIATION**

7.1 The Offices of the Association shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Public Relations Officer
- f. Committee Member/Assistant Secretary **(Amended February 2002 to add this office)**
- g. Committee Member/Assistant Treasurer **(Amended February 2002 to add this office)**

7.2 Other Offices. The Association may create new offices in addition to those identified in Article 7.1, for the efficient and effective functioning of its affairs.

## **8. THE EXECUTIVE COMMITTEE**

The executive committee shall consist of the elected officers of the Association as identified in Article 7.1, and as may be added pursuant to Article 7.2.

The Executive shall, subject to any by-laws or direction given to it by a majority vote at any general meeting have full control and management of the affairs of the Association.

Should any member of the Executive resign his office, or without reasonable cause absent himself from four (4) consecutive executive meetings, or be suspended or expelled, the Executive shall declare his office vacant and call an election subject to Article 6.3, to fill the vacancy.

The Board of Directors. The Executive committee and any other persons appointed by the Association shall be the Board of Directors of the Association.

Subject to Article 8.6, the Executive Committee shall be authorized to honour funds, purchase, sell rent or lease any real estate goods or services for use by the Association.

Any expenditure exceeding \$200. and not previously budgeted and approved by the Association must be approved by a majority vote of the Association.

The Executive Committee is authorized to delegate responsibilities, as it deems necessary to individuals and/or committees for the purpose of pursuing the objectives of the Association.

Executive Meetings: Meetings of the Executive shall be held as often as may be required and shall be called by the President.

The Executive Committee shall be presided over by the President, or in his absence the Vice President.

Quorum shall consist of more than one-half (1/2) of the Executive.

The Chairperson shall not vote except in a case where there is an equality of votes. In such a case the Chairperson shall cast a deciding vote.

## **9. DUTIES OF OFFICERS**

### **The President:**

- 9.1:1 The President is the Chief Executive Officer of the Association and is responsible to the Association for the conducting of its affairs
- 9.1:2 The President shall preside over the meetings of the Association and the Executive. In his absence the Vice President shall preside over the meeting. When both are absent, the members may appoint some one to chair the meeting.
- 9.1:3 The President shall be ex officio member of all committees.
- 9.1:4 The President shall present a report at each Annual General Meeting on the Association's activities for the past year.
- 9.1:5 The President is responsible for the discharge of those other duties as may be assigned from time to time by the Association or the executive.

### **The Vice President:**

- 9.2:1 The Vice President is empowered to act for the President in his absence and to any other duties as may be assigned by the Association or the Executive.

**The Secretary:**

- 9.3:1 The Secretary shall conduct the correspondence of the Association
- 9.3:2 The Secretary shall issue notices of meetings of the Association and its Executive.
- 9.3:3 The Secretary shall maintain the register of members.
- 9.3:4 The Secretary shall have custody of all materials, equipment and records as are assigned to his custody.
- 9.3:5 The Secretary shall record and keep minutes of all meetings.
- 9.3:6 The Secretary shall have charge of the seal of the Association, which seal whenever used shall be authenticated by the signature of the President and the Secretary or in the President's absence the Vice President.
- 9.3:7 The Secretary shall perform any other duties that may be assigned by the Association or the Executive.

**The Treasurer:**

- 9.4:1 The Treasurer is the Chief Financial Officer of the Association and shall keep a record of all financial transactions entered into by the Association.
- 9.4:2 The Treasurer shall with the President or other executive officer sign all financial documents and cheques on behalf of the Association.
- 9.4:3 The Treasurer shall present a financial report and duly audited financial statement to the Association at its Annual General Meeting.
- 9.4:4 The Treasurer shall inform the Secretary of the delinquent members.
- 9.4:5 The Treasurer shall render financial statements to the executive and members when required or requested.
- 9.4:6 The Treasurer shall collect all dues.
- 9.4:7 The Treasurer shall perform any other duties assigned by the Association or the Executive.



**The Public Relations Officer:**

- 9.5:1 The Public Relations Officer shall be responsible for publicity and public relations of the Association.
- 9.5:2 The Public Relations Officer shall be responsible for any other duties as may be assigned by the Association or the Executive.

**Committee Member/Assistant Secretary:**

- 9.6:1 The Committee Member/Assistant Secretary shall serve as an assistant to the Secretary and shall be responsible for any other duties as may be assigned by the Association or the Executive.

**Committee Member/Assistant Treasurer:**

- 9.7:1 The Committee Member/Assistant Treasurer shall serve as an assistant to the Treasurer and shall be responsible for any other duties as may be assigned by the Association or the Executive.

**10. AUDITING**

The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Association appointed for that purpose at the Annual General Meeting.

The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or any time after giving four (4) weeks written notice to the Secretary.

## 11. **GENERAL**

- 11.1 Amendments: The Association may rescind, alter or add to these Articles by a special resolution passed by a majority of not less than three-quarters (3/4) of such members present and entitled to vote at a general meeting of which at least four (4) weeks written notice specifying the intention to propose the resolution was given.

Every officer of the Association, his heirs, executors, administrators and assigns, respectively shall from time to time, and at all times, be indemnified, reimbursed and save harmless, from and against all loss, cost, damages, charges and expenses whatsoever the said officer sustains, or incurs, in or about any action, suit or proceedings that is brought, commenced or prosecuted against him for or in respect of any matter, act, deed or thing whatsoever made, done or permitted by him in or about the execution or intended or purported execution of duties of his office, except same were occasioned by his own willful or improper act or default.

Distribution of Assets: On dissolution of the Association, its assets shall be distributed only to charitable or educational organizations for the purpose or social, welfare or charitable education or civic improvement.

Commencement: This constitution shall not be in effect until it has been approved and ratified by a majority of not less than three-quarters (3/4) of such members present and entitled to vote at a general meeting of which at least four (4) weeks notice, specifying the intention to propose the adoption of the constitution, was given.

On coming into effect all former constitutions shall be repealed.