

Ethiopian Community Association of British Columbia

Amended February 2015



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Introduction

It is universally understood that people have migrated from region to region throughout history. Immigrants have, over the years, banded together to cooperate in the process of overcoming hardships as they assimilate in the new lands while, simultaneously, preserving their identity.

It was with this spirit of assimilation through cooperation that we, Ethiopians and descendants of Ethiopian immigrants, came together 30 years ago in 1985 to form the Ethiopian Community of British Columbia in an effort to serve those who reside in the Greater Vancouver area. These bylaws were written following the Annual General Meeting held in March 2014 where the Members decided to amend the preceding bylaws in order to better serve the purposes of the Society.

As the Executive Committee was charged with drafting the new by-laws, it held extensive meetings over the months where it consulted with other Ethiopian societies from neighbouring regions, reviewed their respective by-laws, conducted a thorough analysis of the gaps that existed within the old by-laws of the Society in light of organizational problems that had arisen in the past, and, having filtered its findings with reference to the Society Act of British Columbia, completed these drafts in November 2014.

These amended by-laws represent significant changes in that we have removed redundant paragraphs, have enhanced the congruence and consistency of important paragraphs and have added several new ones. As we humbly present the amended draft with this letter, we want to express our gratitude to the General Assembly for its confidence in us by charging us with the responsibility of creating these by-laws with the noble purpose of improving the manner in which we can serve our cherished community.

The By-laws Amendment Committee

Interpretation

In these by-laws, unless the context otherwise requires it, all references to inanimate objects will equally address the singular and the plural.

- **Ethiopian and Ethiopian Descent** – Ethiopian by birth or born of Ethiopian parents or their descendants.
- **Society** – The Ethiopian Society of British Columbia formed in British Columbia, Canada
- **General Assembly** – The assembly of the members of the Society where a minimum of 50% of the membership plus 1 (one) member are present.
- **Board of Directors** – a committee comprising individuals elected by the General Assembly of Members, responsible for the day to day function of the Society, authorized to act as a legal representative of the Society and responsible to the General Assembly of Members.
- **Audit Committee** – a committee comprising of individuals elected by the General Assembly of Members, whose purpose is to audit the accounts, financial management and financial transactions of the Society and present the audit report to the General Assembly
- **Ad-hoc Nominations Committee** – a committee comprising of individuals elected by the General Assembly of Members and charged with coordinating the election of Board of Directors and Audit Committee Members as well as managing the transfer of custody of the Society's assets during the transition of Board of Directors.
- **Executive Committee** – established by and responsible to the Board of Directors and charged with the coordination of the Summer Festival, youth programs, women's programs, children's programs, programs for the elderly, the Society's administrative issues, management of the collection of dues, fees and other financial contributions and all other matters concerning the affairs of the Society as necessary.
- **Members** – individuals who consent to become members and remain members in good standing by agreeing with the purposes of the Society, supporting its functions, adhering by its constitution and by-laws and have keeping their membership dues current.
- **Associate Members** - individuals who consent to be associate members and agree with the purposes of the Society, support its functions, adhere by its constitution and by-laws but are, for some undetermined reason, unable to pay the mandatory membership dues and are, therefore, ineligible to vote or stand for election of any office of the Society.
- **Honorary Members** – organizations, families or individuals who have made significant contributions to the Society.
- **Participating Individual** – an individual who, without being a member, participates in various activities which advance the purposes of the Society at the request of the Board of Directors.
- **General Meeting** – a meeting of the Membership called by the Board of Directors.
- **Special General Meeting** – a meeting of the Membership other than the Annual General Meeting and an Emergency Meeting called by the Board of Directors for a specific purpose.
- **Emergency Meeting** – a meeting of the Membership other than the General Meeting or the Special General Meeting called by the Board of Directors or the Membership when emergencies concerning the Society arise.

1 Paragraph I – Name of the Society

1.1 The name of the society is **Ethiopian Community Association of BC** and will be referred to as “the Society in these bylaws.

2 Paragraph II – Values of the Society

2.1 The Society shall not discriminate on the basis of religion, politics, gender or ethnicity, and it will remain free of political or religious affiliation, and will abide by the Charter of Rights and Freedoms.

2.2 The Society shall serve and give opportunities for involvement of all Ethio-Canadians residing in the Greater Vancouver area without discrimination.

2.3 All of the Society’s procedures will be governed democratically and, hence, all matters will be settled by a majority of votes.

2.4 The official business language of the Society will be Amharic and English.

3 PARAGRAPH III – Objectives

3.1 To promote cooperation among Ethio-Canadians, to foster cultural advancement and to facilitate opportunities for solving social problems among its members.

3.2 To respond to man-made and natural disasters by coordinating the of raising of financial and in-kind resources

3.3 To research and implement various programs which assist new immigrants of Ethiopian descent in economic, social life, employment, education and other relevant areas.

3.4 To participate in and support all activities which help preserve Ethiopian historical, linguistic and cultural heritage.

3.5 To procure existing and new cultural and historical artifacts with the view of introducing them to its members and others residing in the Greater Vancouver Region.

3.6 To work with governmental bodies, schools, the health sector, correctional facilities, and employers in the Greater Vancouver region to help serve its membership as needed.

3.7 In recognition of the existence of other Ethio-Canadian associations in Canada which share the same values and purposes as the Society, to become a full participant in their effort towards the greater good at the national level.

3.8 The Society condemns abuse of human rights and will establish a human rights policy.

4 PARAGRAPH IV – General Assembly

4.1 The General Assembly is the supreme authority of the Society responsible for the approval of all matters related to bylaws. Meetings will be held only when quorum is present. Quorum for a general meeting is greater than 51% of members in good standing. If quorum is not present at a duly called meeting, those present at a meeting duly called for a date seven days immediately following the date in which quorum was not achieved will be deemed as constituting quorum enabling the general meeting to proceed.

- 4.2 The General Assembly has the sole authority of electing and terminating the Board of Directors, the Audit Committee and the Nominating Committee.
- 4.3 The General Assembly will review and take appropriate action relative to matters brought forth by the Members and the Board of Directors.

5 PARAGRAPH V - Board of Directors

- 5.1 The Board of Directors (the Board), consisting of seven members, will be elected by and responsible to the General Assembly. The Board will be elected for two-year terms. The number of members of the Board may be varied by the General Assembly as necessary.
- 5.2 The Board will be responsible for the day to day affairs of the Society in accordance with the guidelines and decisions of the General Assembly.
- 5.3 The Board, on condition of ratification by the General Assembly, will work and enter into agreement with various organizations in an effort to make long and short-term plans and implement activities that promote the Society's purposes and the safety and security of its members, provide financial support for funerals to member families, and provide gifts to members during various occasions such as grief and celebration.
- 5.4 The Board will have offices of President, Vice President, Secretary, Treasurer, Finance Director, Properties Director and Public Relations Director.
- 5.5 Members of the Board and Members of the Audit Committee can serve a maximum of two consecutive two-year terms after which they must take a mandatory break of two consecutive terms before becoming eligible for election.
- 5.6 The Board must call a meeting of the General Assembly within two months of receiving a complaint regarding the performance of the Board, the Audit Committee, the Nominating Committee or any other permanent committee if the complaint has been duly signed by a quarter (1/4) of the members in good standing.
- 5.7 All decisions of the Board will be made by a simple majority with the exception of cases where there is equality of votes during which the President will have the deciding vote. All decisions and proceeding will follow principles of transparency and accountability.
- 5.8 Members of the Board, the Audit Committee, the Nominating Committee and sub-committees will not receive compensation for their roles in discharging their duties in serving the Society.
- 5.9 The Board is responsible for submitting the Society's Annual Report which bears the names of the Directors to the provincial government as per the requirements of the Society Act of BC.
- 5.10 With the exception of cases of sickness and voluntary resignation, the Board can remove a member or members from office by a majority vote of the Board for such reasons as ethical issues, actions contrary to the purposes of the society, actions which damage the reputation of the society, and use of the Society's funds for personal gain. If the number of directors that have been removed is greater than one, the Board must call a Special General Meeting to elect new directors in their stead within a month. Otherwise, the meeting can be called within three months.

- 5.11 The Board, Audit Committee and Nominating Committee, other such committee members and employees of the Society are not held personally responsible for consequences that arise from actions in the fulfilment of their duties if they have discharged their respective responsibilities with diligence, without malice, without negligence and without deliberate deviation from the authority and responsibility given to them by the Society.
- 5.12 The Board can remove any member of the Society from membership temporarily for actions contrary to the purposes of the Society until the next General Meeting to which the individual must receive a duly executed invitation from the Board. A hearing will be held by the General Assembly either in the presence of the individual where he or she will have the right to present and defend their case or in their absence if they chose not to attend after which the General Assembly will either ratify or reject the Board's temporary decision.
- 5.13 The Board, Audit Committee and Nominating Committee, other such committee members and employees of the Society during their terms of office and after their retirement are required to respect the confidentiality of the affairs of the Society. Violation of this are prosecutable in accordance with the laws of British Columbia.
- 5.14 The Board has the right to establish various sub-committees, provide guidelines and supervise the execution of activities in the course of fulfilling its duty in the service of the Society.
- 5.15 While the Board has the right to enter into borrowing and contractual agreements on behalf of the Society, except for regularly budgeted items such as the Annual Celebration of Ethiopian Day, all expenditures, contracts or borrowing agreements with a value greater than \$5,000 CAD must receive pre approval by the General Assembly.
- 5.16 While the Board is not authorised to lend or give away the Society's funds to other bodies, it may, where it is beneficial for the purposes of the Society and in a way that does not harm the Society, lend some of its property to other sister associations such as religious and social organizations. The Board is not authorised to make such lending to individuals under any circumstances.
- 5.17 From time to time, the Board will set the registration fee and the annual membership fee and, upon ratification by the General Assembly, it will become effective until the next revision. All new members must pay the registration fee.
- 5.18 The sub-committees established by the Board will draft their own guidelines of responsibilities and activities which need approval by the Board which will ensure that these are not in contradiction with the by-laws of the Society.
- 5.19 The Board must call a General Meeting within a year of its election and once every year during its term of service in accordance with the Society Act of British Columbia.
- 5.20 The Board is responsible for calling the General Meeting at which the new Directors will be elected and the transition to the next Board will be completed. The Board is responsible for facilitating the election of the Nominating Committee, preparing all matters necessary for the election and transition and specifically

preparing voting cards, a ballot box, as well as a financial, property and program transitional report to be presented before the election at the General Meeting.

6 PARAGRAPH VI – Duties of the Board of Directors

- 6.1 **President** – The President is responsible for leading and directing the Society, supervises the activities of committee members, chairs the General Assembly and the Board meetings, is a signatory of the Society on matters that require approval such as borrowing agreements, cheques, and receipts and performs other duties as assigned by the Board from time to time.
- 6.2 **Vice President** – The Vice President will assume the role of the President in the absence of the President in addition to roles assigned to him or her by the Board from time to time. If the President is unable to discharge his or her duties for reasons of emergency or sickness, the President needs to notify the Board in writing that the Vice President is authorized to represent the President.
- 6.3 **Secretary** – The Secretary is responsible for taking minutes at the Board and General Meetings, issuing and sending out Notice of Meetings, preparing the agenda, in consultation with the President, for meetings and sending them out ahead of the meetings. The Secretary maintains the minutes and other records of the Society, is the custodian of the seal of the Society, supervises the employees of the Society's head office, is in charge of all written communication by the Society, ensures that written responses are given in a timely manner to all inquiries received in writing by the Society, disseminates to other members all messages received by the Society from individual members, maintains a record which includes names and updated addresses of members, signs cheques in the absence of either the President or the Treasurer and fulfils other duties as assigned by the Board from time to time.
- 6.4 **Finance Director** – The Finance Director prepares the Society's budget, coordinates and consolidates the budgets submitted by various sub-committees, ensures that approval of the budget by the General Assembly, monitors the implementation of the budget, reviews variances, prepares a record of financial and property lists of the Society in cooperation with the Treasurer and the Properties Director, prepares monthly financial reports for the Board based on information received from the Treasurer, ensures proper filing of records of income and expenses and confirms that proper forms are used to record transactions, prepares invitations for tenders as necessary in cooperation with the Treasurer and Properties Director, oversees the execution of tenders, prepares the annual financial statement which includes the balance sheet and the income statement to be included in the annual report of the Society, prepares the annual tax return of the society in cooperation with the President, co-signs cheques with either the Secretary or the President and fulfils other duties as assigned by the Board from time to time.
- 6.5 **Treasurer** – The Treasurer collects the Society's revenues, as per guidelines of the Society keeps records and files in good order transactions related to monies received and makes timely deposits in the Society's bank account, ensures that all payment requisitions are in accordance with activities approved by the Board and confirms that the goods and services related to the requisition have indeed been

received, processes payments on confirmation of the delivery of goods and services, ensures proper reconciliation of transactions and maintains records in good order, prepares a detailed financial report of income and expenditures and submits them for review to the auditor appointed by the General Assembly, collects annual dues by members, oversees all other collection of revenues, provides copies of receipts to the Finance Director, ensures the purchase and delivery of daily office supplies for the Society, monitors use office supplies, executes various expenditure and revenue functions, and fulfils other duties as assigned by the Board from time to time.

- 6.6 **Public Relations Director** – The Public Relations Director communicates the Society’s purposes, activities, plans, and programs to the membership, other individuals, as well as governmental and non-governmental bodies through various means of media, distributes publications of the Society to members and the general public, endeavours to coordinate various cultural and other events with view of enhancing a positive outlook of the Society among members and the general public as well as strengthening the Society’s presence, carries out various activities to generate positive publicity for the Society, pictorially records the activities of the Society and keeps these records in the custody of the head office. The Public Relations Director coordinates and oversees the publication of the Society’s magazine in cooperation with those responsible for it. The Public Relations Director may be assigned various tasks from time to time by the Board.
- 6.7 **Properties Director** – The Properties Director is supervises the use and custody of all real and other properties of the Society in cooperation with the Secretary, maintains a properties record which includes control numbers, sources, value, quantity and location of all properties, stores property items in the storage facilities of the Society, makes property available to committee members at their request with duly executed requisition form, ensures the return of items which have been requisitioned, prepares requisition forms, supervises and ensures that property items are stored in good order preventing damage or spoilage, and fulfils other duties as assigned by the Board from time to time.

7 PARAGRAPH VII – Audit Committee

- 7.1 The Audit Committee will be elected for a two-year term by the General Assembly which will have the sole authority over it.
- 7.2 Only individuals who have had one year of membership in good standing are eligible for membership on the Audit Committee.
- 7.3 For purposes of avoiding conflict of interest, members of other committee members are ineligible for membership in the Audit Committee. The Audit Committee is composed of a chair, secretary and members at large.
- 7.4 It is preferred that at least one member of the Audit Committee has accounting experience.
- 7.5 The Audit Committee will conduct an audit every three months during which it will review the financial transactions, properties, records and the affairs of the head office of the Society, recommends and reviews the implementation of adjustments

and corrective measures, and is authorised to carry out surprise audits as deemed necessary. The auditees are required to fully cooperate with the Audit Committee.

- 7.6 Provides an audit report of the annual audit activities and findings to the General Assembly at the General Meeting of members.
- 7.7 During transition of the leadership of the Society, the new Audit Committee will ensure that a proper report of the financial and other properties with notes of deficiencies, if any, have been provided to it before commencing its term.
- 7.8 The Audit Committee works with the Treasurer in keeping the financial and property records of the Society in good form.
- 7.9 In the event that there is disagreement among the Board to the extent that the Board cannot discharge its duties, the Audit Committee will ask the Board to call a General Meeting.
- 7.10 The Audit Committee is responsible to monitor and ensure that the General Meeting is held in a timely and proper manner.

8 PARAGRAPH VII – Nominating Committee

- 8.1 The Nominating Committee is elected by and solely responsible to the General Assembly.
- 8.2 The Nominating Committee is composed of three members, namely, a chair, a secretary and a member at large.
- 8.3 The Nominating Committee is expected to have a thorough grasp of the by-laws of the Society.
- 8.4 The Nominating Committee ensures that a democratic process is followed in the election of committee members and explains to members the roles and responsibilities of different positions to which members are being elected. A minimum of two candidates must be nominated for each position on the Board and the Audit Committee. In the event that there aren't sufficient volunteers or eligible candidates, the Nominating Committee may present a minimum of seven candidates for the Board and a minimum of five candidates for the Audit Committee.
- 8.5 After introducing the nominees, the Nominating Committee will conduct the election with a secret ballot.
- 8.6 During the transition following the election of the new Board, the Nominating Committee will supervise the process and work with the Audit Committee to ensure an orderly handover of properties and records. The Nominating Committee will present copies of the records to the Audit Committee and the newly elected committees and the committees finishing their terms before concluding its responsibility.

9 PARAGRAPH IX – Eligibility to Participate in Elections

- 9.1 A candidate to any of the committees must be a member who has held membership in good standing for a minimum of one year, whose dues and fees are up to date and is an active participant in the affairs of the Society.

- 9.2 A member must have paid all dues and fees and been a member in good standing for a minimum of three months before being eligible to vote in any elections.
- 9.3 Votes will be conducted only in person and the Society will not practice proxy voting.
- 9.4 A nominee of the Board or the Audit Committee must be clearly knowledgeable of the Society's purposes and its by-laws, must have a clean criminal record, must have been a member in good standing for a minimum of one year, must be a member whose dues and fees are current, and must be an individual who is an active participant in the affairs of the Society. An individual who has been a member for less than one year is not eligible for nomination to any of the Committees.
- 9.5 In the event that the elected officials of the committees are unable to discharge their duties, and if such deficiency is determined to have an immediate negative impact on the Society, the Nominating Committee can call an emergency meeting of the members to conduct a new election. Should this not take place in a timely fashion, the election will be held at the next regular General Meeting.
- 9.6 Members of the Board and the Audit Committee are limited to two consecutive two-year terms after which they have to take a mandatory break of four years before becoming eligible for election again.

10 PARAGRAPH X – Membership

- 10.1 **Members** - Members are Ethio-Canadian individuals above the age of eighteen who consent to be members and operate in accordance with the Society's by-laws, pay the fees and dues of membership in a timely fashion, support the purposes of the Society, and are active participants in the affairs of the Society.
- 10.2 **Associate Members** – Associate Members are individuals who consent to be associate members of the Society in accordance with the Society's by-laws, is unable to pay the membership dues for reasons undetermined by the Society, is ineligible to vote or stand for office of any of the committees but is allowed to fully participate in other activities of the Society.
- 10.3 **Honorary Members** – Honorary Membership is issued to any organization, family or individuals of Ethio-Canadian or other nationality who have contributed in some way to advance the causes of the Society. The Board is authorized to issue honorary membership to eligible bodies based on its review of their past, current and future potential contribution. The Board is also authorized to revoke honorary membership. Although not eligible to vote or stand for election for office on any of the committees, honorary members can attend all meetings open to members.

11 PARAGRAPH XI – Duties and Rights of Members

- 11.1 Each member has an obligation to respect, implement and ensure implementation of the purposes and by-laws of the Society.
- 11.2 Each member is expected to contribute according to his or her capacity to strengthen, enhance and grow the Society.
- 11.3 Each member must pay the dues and fees of the Society in a timely manner.

- 11.4 Each member is expected to provide volunteer service in the amount of twelve hours per year (one hour per month).
- 11.5 A member whose name is brought forth as a candidate for election to the Board, Audit Committee or Nominating Committee must be clearly knowledgeable of the Society's purposes and its by-laws, must have a clean criminal record, must have been a member in good standing for a minimum of one year, must be a member whose dues and fees are current, and must be an individual who is an active participant in the affairs of the Society. If it was discovered that an individual who is deficient in one of these aspects has been elected to one of the said positions, the Board will endeavour to review the matter and remove the individual from office on a temporary basis for ratification by the General Assembly. If the deficiency is related to a criminal record, the Board will remove the individual immediately from office and have the matter ratified by the General Assembly.
- 11.6 Each member is eligible to receive an equal share of the benefits offered by the Society.
- 11.7 Each member has the right to participate in and benefit from the educational, work-related services or other social life activities carried out by the Society.
- 11.8 Members and their children have the right to participate in and benefit from programs offered by the Society which are designed to enhance their linguistic and historical heritage.
- 11.9 The Society will endeavour to assist its members by providing information and other means so that they may acquire jobs within their professions.
- 11.10 Priority will be given to qualified members if and when the Society has a need to carryout business transactions of any form in which delivery of goods or services is required.
- 11.11 In case of death of a member, the Society will place a wreath at the funeral.
- 11.12 A member who requests a copy of the by-laws is entitled to receive one at no cost to him or her.
- 11.13 The Society will keep lists in good order by category of members, associate members and honorary members.
- 11.14 Members are required to pay the registration fees and annual dues as set by the General Assembly.
- 11.15 In the case of voluntary withdrawal or withdrawal by any other means from membership, individuals are not entitled to refund of any portion of dues or fees they have paid or items which they have donated to the Society. The payments and donations are considered unconditional properties of the Society.
- 11.16 If membership dues of an individual are overdue by three months, the individual's membership will be revoked.
- 11.17 Any member can withdraw from membership at any time and, having provided the reason for withdrawal in writing, can request a copy of confirmation of membership until the date of their withdrawal from the Society.
- 11.18 Membership is terminated upon death, voluntary withdrawal, and forcible removal for various reasons by the Society, and for failure to pay fees for a period of three months.

- 11.19 The Board will terminate the membership of an individual who takes actions contrary to the purposes of the Society, intentionally tries to weaken or harm the Society, and acts in a way which directly or indirectly harms other members until the General Assembly takes legal or other measures as necessary.
- 11.20 An individual whose membership has been terminated has an obligation to return property and records of the Society which are in his or her custody within a timeframe set by the Board. Should the individual fail to do so, legal action may be taken by the Society.
- 11.21 A member who had withdrawn voluntarily can request to be reinstated into membership in writing and by completing the required membership application form and, upon review by the Board, may be fully reinstated into membership.
- 11.22 An individual whose membership was terminated by the General Assembly for violation of one or more of the membership criteria, must write a letter of apology accompanied by the required application if they wish to be reinstated into membership. Determination of this request is made by the General Assembly.
- 11.23 While recognizing the unity of the family, membership in the Society is for individual members of the family based on their duly executed application, as well payment of registration fees and annual dues as per these by-laws.
- 11.24 An individual who has completed the required application but has not paid the registration and annual dues is considered an Associate Member. The family of an individual who is a full member are not entitled to receive any membership benefits other than the benefits given to all families of members by the Society.
- 11.25 Individuals under the age of eighteen are not eligible to be members. Those who are above eighteen years of age have the right to become members upon completion the required forms and consideration by the Board.
- 11.26 A husband and wife who have individually applied for membership and have each fulfilled the required membership criteria have the right to participate in elections as individuals and are entitled to all benefits membership as individuals.
- 11.27 Benefits of membership are not transferrable unless otherwise permitted by law. Should a member transfer membership benefits inappropriately to a non-eligible individual, the Board will take appropriate measures ranging from temporary revocation of benefits to termination of membership based on the extent of the violation. These measures must be ratified by the General Assembly.

12 PARAGRAPH XII – Meetings

- 12.1 A meeting at which quorum or a majority of the members are present is called the General Assembly. The General Assembly is a meeting where greater than 50% (50% plus one member) are present at a regular General Meeting of members or an Emergency Meeting of members.
- 12.2 The General Meeting of members will be held at a time and place as determined by the Board.
- 12.3 In accordance with the Society Act of British Columbia, the Annual General Meeting will be held annually with a maximum time gap of fifteen months between meetings as required by law.

- 12.4 Meetings other than the Annual General Meeting will be referred to as Regular General Meetings of Members which are called by the Board as required.
- 12.5 Meetings other than the Annual General Meeting and the Regular General Meetings are Emergency Meetings called as urgent situations arise.
- 12.6 Notice of Meeting including the time, place and agenda will be sent fifteen days before the General Meeting. Failure of delivery of notice for reasons beyond the control of the Society does not negate the validity of the General Meeting.
- 12.7 Should the President, Vice President and the Secretary not be present at the General Meeting for thirty minutes after the scheduled time at which the meeting is to start, the Board will assign one of the Board Members present to chair the meeting.
- 12.8 The General Assembly at the General Meeting receives the reports from various sections of the Society, discusses matters and makes decisions on them, elects Board, Audit Committee and Nominating Committee members, as well as ratifies changes and amends the by-laws.
- 12.9 Should none of the Board Members be present at the duly called General Meeting for thirty minutes after the scheduled time at which the meeting is to start, the members present can elect among themselves a member to chair the meeting.

13 PARAGRAPH XII – Conflict of Interest

Members of the Board and Audit Committee, volunteers and employees of the Society are prevented from activities which give rise to a conflict of interest in relation to the Society and impede impartiality in the discharge of their duties. Should any such persons determine that there is a conflict of interest relative to their role, they are required to recuse themselves voluntarily having disclosed the nature of the conflict to the Board.

There is conflict of interest under the following conditions:

- 13.1 Where more than one member of an immediate family, i.e., spouses, parents, children and siblings, is serving on the same committee at the same time, namely, the Board and the Audit Committee.
- 13.2 Where a member of the Board, a member of the Audit Committee, an employee, a volunteer of the Society and a close relative of any of these individuals have a contract or any other business transaction agreement with the Society
- 13.3 Where business entities which benefit a member of the Board, a member of the Audit Committee, an employee, a volunteer of the Society and a close relative of any of these individuals have a contract or any other business transaction agreement with the Society
- 13.4 Where a gift in cash, in kind or in the form of entertainment, irrespective of magnitude, is offered to members of the Board, members of the Audit Committee, employees of the Society or volunteers of the Society with the intent of influencing decisions
- 13.5 Where a member of the Board, a member of the Audit Committee, an employee and a volunteer of the Society have acted in a manner that is motivated by self-interest to the detriment of the Society In the event that it is determined

that a member of the Board, a member of the Audit Committee, an employee and a volunteer of the Society has acted in a manner that is motivated by self-interest to the detriment of the Society the Board will remove them from their position with the Society and, in accordance with the severity of their offence, remove them from membership, as ratified by the General Assembly.

13.6 Each member of the Board, member of the Audit Committee, an employee and a volunteer of the Society must endeavour to adhere to the conflict of interest guidelines and confidentiality policies of the Society as outlined in the by-laws. The Board is responsible for safeguarding the Society from harm by overseeing matters of conflict of interest and issuing administrative guidelines which mitigate such problems as required.

14 PARAGRAPH XIV – Amendments

- 14.1 As of February 28, 2015 all pre-existing by-laws have been replaced by these by-laws and, accordingly, all agreements, debts, obligations and rights that are included in these by-laws concern the Ethiopian Community Association of BC.
- 14.2 All future amendments must be delivered thirty days in advance of a General Meeting at which these amendments are to be considered by the General Assembly in writing accompanied by signatures of thirty members in good standing. The Board is responsible to give notice to its members of the proposed amendment prior to the General Meeting.
- 14.3 An amendment can be proposed at the General Meeting by members.
- 14.4 In the interest of thoughtful and methodical consideration of the proposed amendment, the General Assembly, at the meeting where the amendment has been first proposed, will elect an ad-hoc committee with a chairman and a secretary plus at least one and at most three other individuals who have been members in good standing for not less than one year and possess a solid knowledge of the by-laws of the Society to review the merits of the proposed amendment and bring a recommendation to the following General Meeting.
- 14.5 The Board will oversee the election of the ad-hoc committee which is charged with reviewing the by-law amendment, ensure that the electoral procedures are in accordance with these by-laws and cooperate with the ad-hoc committee once it is formed as it discharges its duties.
- 14.6 All proposed amendments must undergo the reviews outlined in these bylaws, must be presented to the membership by the Board with its recommendation and must be ratified by the General Assembly before they can become effective.
- 14.7 A two-thirds vote of the members in good standing is required to amend, change or remove or add any part of these bylaws.

15 PARAGRAPH XV – Fiscal Year

- 15.1 The fiscal year end of the Society is December 31.

16 PARAGRAPH XI - Dissolution

- 16.1 Should it be determined for any reason that the Society is no longer needed; a three fourth (3/4) majority vote at a General Meeting at which seventy five percent (75%) of the members in good standing are present is required to dissolve the Society as per the Society Act of British Columbia.
- 16.2 In the event of dissolution, proceeds of cash after all the debts and obligations of the Society have been met and all real and other properties owned by the Society will be donated to a charity or a not-profit organization of the General Assembly's choosing.

17 PARAGRAPH XII – Effective Date of these Bylaws

- 17.1 These bylaws will become effective on the date at which two thirds of the members in good standing have reviewed, discussed and ratified them.