

CHINESE CANADIAN NATIONAL COUNCIL LONDON CHAPTER

CONSTITUTION

(with amendments approved in Extraordinary General Meeting held on April 25, 2004 at 3:00 p.m. at The London Chinese Cultural Centre, 1701 Trafalgar Street, London Ontario.)

A. NAME

The name of the local chapter shall be the Chinese Canadian National Council (CCNC), London Chapter, hereafter referred to as the "Council".

B. OBJECTIVES

1. To promote the rights of all individuals, in particular those of Chinese Canadians, and to encourage their full and equal participation in Canadian society.
2. To create an environment in this country in which the rights of all individuals are fully recognized and protected.
3. To promote understanding and co-operation between Chinese Canadians and all other ethnic, cultural and racial groups.
4. To encourage and develop in persons of Chinese descent a desire to know and respect their historical and cultural heritage; to educate them in adapting a creative and positive attitude towards the Chinese Canadian contribution to society.

C. MEMBERSHIPS

1. Members - The members of the Council shall consist of such individuals, incorporated and unincorporated bodies or associations residing in or having head offices within the territorial limits of Ontario.

2. Class of Membership - The Council shall consist of general members, organization members, honorary members and associate members.

(a) General members - Any individual who subscribes to the interests of the CCNC and who is a resident within the territorial limits of Ontario is eligible to be a general member. Any general member over the age of eighteen (18) years of age shall have the right to vote for matters in any general meeting;

(b) Organization members - Any organization or business firm lawfully constituted according to the laws of the Province of Ontario shall be eligible to be an organization member by a resolution of the Board of Directors (hereinafter referred to as the "Board") of the Council and shall have one (1) voting right at any general meeting but shall not be entitled to hold office;

(c) Honorary members - Any person who, in the opinion of the Council, has rendered outstanding service to the Chinese community may be granted honorary membership in the Council by a resolution of the Board. Such members shall enjoy all the rights and privileges of the Council other than voting or holding office but without the payment of membership dues.

d) Associate members- Members who reside outside Ontario and would like to continue their membership can apply to become associate members of CCNC. Such members shall enjoy all the rights and privileges of the Council other than voting or holding office

3. Applications - All applications for membership shall be submitted to the Board of the Council and, upon approval by the Board, the applicant shall become a member.

4. Resignation - A member may resign by notification in writing to the Board and the resignation shall become effective upon acceptance thereof by the Board.

5. Expulsion - The Board may, by a vote of at least two thirds (2/3) Directors at a meeting of the Board called for that purpose, expel or suspend any member whose conduct has been determined by the Board to be improper, unbecoming or likely to endanger the interests or reputation of the Council or CCNC or who wilfully commits a breach of the By-laws of the Council.

D. DUES

(1. Entrance fee -).*deleted*

2. Annual dues - Annual membership dues shall be determined by a general meeting of the Council. The Board is to recommend to the general meeting the fees of the different classes of membership.

3. Preferential fees - The Council may set preferential fees on dues for family groups, seniors or student members, and any other group as recommended by the Board.

4. Default - Any member who fails to pay his/her/its dues or fees within thirty (30) days of the demand therefor by the Secretary of the Council shall automatically cease to be a member, but may be reinstated by the Board upon such evidence as it considers satisfactory and upon payment of all dues and fees in arrears.

E. ANNUAL AND GENERAL MEETINGS

1. Annual meeting - An annual meeting shall be held within every fourteen(14) months.

2. Notice - The Secretary of the Council shall give not less than twenty-one (21) days notice in writing to each member, informing him/her/it of the date, time, place and agenda of the annual meeting of members.

3. Request for general meeting –

General meeting can be requested

a) by the Board for specific agenda OR

b) Upon the written requisitions of not less than ten (10) voting members of the Council in good standing sent to the Secretary requesting a general meeting of members to consider such matters touching on the Council, in particular, or the CCNC in general as set out in the requisitions, the Board shall thereupon instruct the Secretary to send out notices of general meeting to all members, calling for such a meeting not later than twenty-one (21) days after receipt by the Secretary of such requisitions.

4. Agenda -

A. At the annual meeting of members, the following business shall be transacted:

(a) consideration and adoption of the minutes of the last annual meeting;

(b) President's report;

(c) Treasurer's report - consideration and, if thought fit, adoption of balance sheet, financial statement and audited statement of the Council;

(d) election of members of the Board and/or President;

(e) appointment of an auditor

(f) any other business.

B. At any other general meeting of members, the business transacted will be limited to matters stated in the Notice of Meeting.

5. Quorum - A quorum for the transaction of business at the annual meeting of members shall consist of twenty (20) voting members, present in person, at any general or annual meeting of the Council. If a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chairperson and a quorum at any such adjourned meeting shall be those members who shall be present at such adjourned meeting. Provided that in no case shall any meeting be held unless there are ten (10) members present in person.

6. Voting eligibility - Every member over eighteen (18) years of age in good standing, except an honorary member, is entitled to one (1) vote.

7. Voting - At all annual or general meetings of the Council, every question shall be decided by a majority of the votes of the eligible members present in person. In the case of an equality vote at any annual or general meeting, the Chairperson is entitled to a casting vote.

F. BOARD OF DIRECTORS

1. Directors - The Board of Directors shall manage generally the affairs of the Council.

2. Number of Directors - The Board of Directors will recommend the number of directors to be approved at the Annual General Meeting. Each director, at the time of his/her election and throughout his/her term of office, shall be a member in good standing of the Council.

3. Elections – Minimum one third (1/3) of the board of directors shall retire each year. The Directors shall be elected in rotation at the annual meeting of the Council and shall hold office until their successors have been duly elected, unless removed in the meantime. The term of office of the Directors shall be three (3) years and the Directors may be re-elected for not more than 3 consecutive terms. The election may be by a show of hands unless a ballot is demanded.

4. Removal - The members of the Council may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass a resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of votes at that meeting, elect any qualified person in his/her stead for the remainder of his/her term.

5. Vacancies - If any member of the Board resigns his/her office or, without reasonable excuse, absents himself/herself from three (3) or more Board meetings or if suspended or expelled from the Council, the Board may declare his/her office vacated and appoint a successor in his/her place to hold office until the next annual meeting.

6. Chairperson - The Chairperson of the Board shall be elected by the Board members, not excluding the President of the Council. The term of office shall be one (1) year.

G. BOARD MEETINGS

1. Time and place of meetings - Board meetings may be held at such times and at such places as the Board from time to time determines. The meeting of the Board may be convened at any time by the Chairperson of the Board, the President or majority of Directors thereof.

2. Notice - Notice of meetings shall be given to each Director not less than seven (7) days (exclusive of the day of giving the notice but inclusive of the meeting day): provided that, upon the consent of two-thirds (2/3) of the Directors, a meeting of the Board may be held upon one (1) day's notice and provided further that a meeting of the Board may be held at any time without notice if all the Directors are present or if those absent waive notice or signify their consent in writing to the meeting being held in their absence.

3. Quorum – Majority of Directors constitute a quorum for the transaction of business.

4. Voting - Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have the casting vote.

5. Frequency of meetings - The Board shall meet at least twice a year, the first meeting to be not later than thirty (30) days following an election.

H. BY-LAWS

1. By-laws - The Directors may, by resolution, make, amend or repeal any by-laws governing the affairs of the Council.

2. Submission to Council - All by-laws shall be submitted to the Council for confirmation, rejection or amendment at the next general meeting of the Council. Such act shall be taken by extraordinary resolution.

3. Effective dates - All by-laws shall come into force at the date specified by the by-law and, in the absence of such specification, at the date of passage by the Directors, except borrowing by-laws and by-laws similar in substance to by-laws rejected by the Council, which by-laws shall not come into effect until confirmed by the Council.

I. EXECUTIVE COMMITTEE

1. Members - The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, and such other persons as are from time to time appointed by the Board. The Executive Committee may, in the absence of the Directors, exercise the powers of the Directors (save and except for the passage of by-laws) and shall report all its actions for confirmation at the next Directors meeting.

J. OFFICERS

1. Executive officers - All executive officers are members of the Board.

(a) President - The President shall, when present, preside at all meetings of the members of the Council. The President shall also be charged with the general management and supervision of the operations of the Council. The President, together with the Secretary or other officers appointed by the Board for the purpose, shall sign all resolutions and membership certificates and all other documents requiring their signatures. The President shall automatically be the nominee for the purpose of voting at all meetings of the National Board of Directors of the CCNC. The President is to be elected at the annual meeting, together with the other Directors. The term of office shall be a 3 year term, eligible for re-election for no more than 3 consecutive terms.

(b) Vice-President - The Vice-President shall perform all the duties of and shall be subject to the same obligations as the President whenever the President ceases to hold office for any reason or is prevented from attending to his/her duties, and shall preside at all meetings of the Council in the absence of or upon the request of the President. The Vice-President shall be appointed by the Board with the recommendation of the President.

(c) Secretary - The Secretary shall attend all meetings of the Board and is secretary to the Board. He/she will record all acts and minutes of all proceedings in the books kept for that purpose. He/she will give all notices required to be given to members and to Directors. He/she will be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Council. The Secretary is to be appointed by the Board with the recommendation of the President.

(d) Treasurer - The Treasurer shall be a member of the Finance Committee and shall keep full and complete records and accounts of all receipts and disbursements of the Council in proper books of account and shall deposit all money or valuables in the name and to the credit of the Council in such financial institutions as may from time to time be designated by the Board. The Treasurer is to be appointed by the Board with the recommendation of the President.

(e) Ex-Officio – outgoing president will act as an advisor to the Board for a minimum of one year.

2. Other officers -

(a) Appointment - The Board shall appoint, upon the recommendation of the Executive Committee, chairpersons of standing committees and from time to time special committees for special events. The Board may from time to time appoint such officers and agents and authorize the employment of such other persons as is deemed necessary to carry out the objects of the Council.

(b) Removal - All chairpersons, officers, managers and agents are subject to removal from office or employment by resolution of the Board at any time, with or without cause and with or without notice.

(c) Protection of Directors and Officers

No director or officer of the Council shall be liable for the acts, neglect or default of any other director or officer or for joining in any act for –conformity or for any loss or expense happening to the Council through the inefficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Council, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Council shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Council shall be deposited or for any loss occasioned by an error of judgment or oversight on his/her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in any relation thereto, unless the same shall happen through his/her own dishonest or fraudulent act or acts.

(d) Indemnity of Directors and Officers

Every director or officer of the Council and his/her heirs, executors, administrators and other legal personal representatives shall from time to time and at all times be indemnified and saved harmless by the Council from and against;

- i) any and all liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in any respect of anything done or permitted by him in respect of the execution of the duties of his/her office; and
- ii) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Council; provided that no director or officer of the Council shall be indemnified by the Council in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under any other statute unless in an action brought against him in his/her capacity as a director or officer, he has achieved complete or substantial success as a defendant.

K. NOMINATION PROCEDURES

(1. Nominations) *deleted*

2. A Nominating committee will be appointed by the Board and consists of a minimum of three (3) members, including the outgoing president, past presidents and past directors to bring in a slate of directors including the President.

3. Notice of nominations - All nominations shall be sent to the members by the Secretary at least twenty-one (21) days before the annual meeting. There will be no nominations from the floor.

L. NOTICE

1. Notice - Any notice shall be sufficiently given if personally in writing or sent by ordinary prepaid mail or telegram or hand delivered to the address shown on the most up-to-date records of the Council. Notice given by mail or electronic mail, shall be deemed to be given two (2) business days after the date of mailing. Notice given by telegram shall be deemed to be given one (1) day after the date of sending such telegram. Notice given by telephone shall only be effective where the person to whom such notice is given has previously indicated his/her consent in writing to such manner of notice

M. Committees:-

a) Finance Committee – The Board shall appoint a financial committee to include the President, Vice-President, Treasurer, two directors, and if necessary, financial/asset management professionals to govern the total assets and matters relating to financial activities of CCNC.

b) Nominating Committee – see Section K, item 1.

c) Other committees – The Board may from time to time constitute such advisory and any other committees as it deems advisable to assist the Board in managing the affairs of the Council and, without limitation, the role of such committees may be to advise, to execute and make recommendations to the Board in connection with the management of the Council's affairs, budgeting, rules or any other matter relating to Council, provided that any delegation to such committee will not relieve the Board of ultimate responsibility for such affairs. The members of such committees shall be appointed by the Board and may be removed by a resolution of the Board.

N. Agents and Attorneys-

The Board shall have the power from time to time to appoint agents or attorneys for the Council with such powers of management or otherwise (including the power to sub-delegate) as the Board may, in its discretion, see fit.

O. FISCAL YEAR

1. Fiscal year - The fiscal year of the Council shall be determined from time to time by the Directors.

P. Assets

1. Assets - No members of the Council shall be entitled to any distributive share of its assets and, in the event of dissolution, the assets remaining after payment of its just debts shall be given and distributed for public purpose to be decided by a majority vote of the members of the Council.

2. Banking Arrangements and Contracts

Banking Arrangements – The banking business of the Council or any part thereof shall be transacted with such Canadian chartered bank or trust company authorized to do business in Ontario as the Board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Council's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Council's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders relating to any property of the Council, the execution of any agreement relating to any such banking business and defining the rights and power of the parties thereto, and the authorizing of any officer of such banker to do any act or thing on the Council's behalf to facilitate such banking business.

Q. ENDOWMENT FUND

1. Establishment and administration - Endowment funds for specific purposes may be established at any time by the Board subject to the provisions of the Constitution and By-laws of the Council. Bequests and gifts accepted by the Board shall be administered in accordance with the wishes of their donors.

R. DOCUMENTS, BOOKS, RECORDS

1. Execution - All deeds, transfers, assignments, contracts and obligations on behalf of the Council shall be signed by either the President or the Vice-President and by the Secretary or any two (2) other members as are designated by the Board.

2. Books - The Board shall cause all necessary books and records of the Council to be regularly and properly kept and all minute books and books of account shall at all times be open to inspection by the Directors and the auditor appointed by the Board. No member (not being a Director) shall have the right to inspect any account, book or document of the Council except as conferred by law or authorized by the Board or by resolution of the members.

S. AMENDMENTS

1. Amendments - The Constitution shall not be altered, deleted or added to, except by extraordinary resolution of the Council. An extraordinary resolution is a resolution passed by a

majority of such members entitled to vote and present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.