



Cameroonian Association of Edmonton
Association des Camerounais d'Edmonton

Motto: Run for the team

Core values: - Integrity
- Solidarity
- Respect

BYLAWS

Fourth Edition

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ARTICLE 1: PREAMBLE

The Cameroonians (and friends of Cameroon) living in Edmonton and environs have established and incorporated the Cameroon Association of Edmonton - Association des Camerounais d'Edmonton (CAE-ACE), hereinafter referred to as "CAE-ACE" or the "Association", under the Society Act of Alberta. The CAE-ACE aims to gather all Cameroonians living in Edmonton and environs to showcase a diversified culture and core values which include Integrity, Solidarity and Respect.

These Bylaws shall guide the conduct of all CAE-ACE members.

Section I: Name

The name of the association shall be Cameroon Association of Edmonton/Association des Camerounais d'Edmonton (CAE-ACE), hereinafter referred to as "CAE-ACE".

Section II: Vision

The vision of the CAE-ACE is to allow its members to promote and strengthen a feeling of belonging. A spirit of unity and solidarity in order to foster integration and achievement of full potential in the new land they proudly call home.

Section III: Mission

The CAE-ACE main mission is to watch and strengthen the links which unite its members, by maintaining a convenient frame of meetings and exchanges and by serving as interlocutor with the local authorities.

Section IV: Not-For-Profit Status

The Association shall not operate to make gains or profits for its members and any profit or other accretions to the Association shall be used in promoting its activities. This provision is unalterable.

Section V: Head Quarter

Permanent contact information of the CAE-ACE is P.O BOX (to be determined 4352 South Edmonton, EDMONTON, AB, T6E 4T3)

Section VI: Languages

The official languages of the CAE-ACE are English and French. All legal documents of the Association shall therefore be in French, English, or both French and English.

Section VII: Interpretation

Wherever possible, words used in these Bylaws have the same definitions as in the Societies Act of Alberta.

Words importing the singular include the plural and vice versa; and words importing the neuter include the masculine and the feminine.



ARTICLE 2: OBJECTIVES

- To showcase the rich and diversified culture of Cameroonian heritage
- Promote and provide opportunities for organizing friendly and social activities
- Provide a meeting and opportunity to discuss issues affecting community interest
- Foster solidarity and prosperity among community members
- Encourage the values of integrity and respect for ones 'self and community
- Promote amateur games and exercises for community members
- Promote the Cameroonian business community

ARTICLE 3: MEMBERSHIP

Section I: Eligibility

Cameroonians and lineage over the age of eighteen years, who accepts the objectives of the CAE-ACE, and pay the required registration fees shall become members.

Any individual without Cameroon lineage who loves the culture, objectives, and promise to abide by the bylaws shall be eligible for registration and membership.

There are three (3) types of memberships at the CAE-ACE:

- **Member in good standing:** Any individual of the community who meets the above definition and pays the annual membership dues.
- **Honorary member:** Any individual, who has done something extraordinary for the development of the CAE-ACE, could be anyone of any nationality. Nominations for Honorary members can be made by the Executive Board or any member in good standing, and should be approved by the General Body through Special Resolution.
- **Affiliated Members:** Any group or association of the community that expresses the desire to be considered as such. A relationship agreement shall be signed between the CAE-ACE and the affiliated member group, which highlights the terms of the relationship. Members of any affiliated groups shall not be entitled to membership of CAE-ACE unless fully registered.

Section II: Duties of members

All members shall participate in meetings and activities organized by CAE-ACE and approved by the general assembly.

Section III: Benefits of membership

A member shall benefit from the advantages linked to membership as stipulated by the Bylaws and the Internal Rules. These includes but are not limited to the right to:

- a) Attend open Association functions and meetings
- b) Vote at meetings and run for open positions in elections



Section IV: Membership fees

Membership fees are set or modified once a year at the Annual General Meeting ("AGM") based on the approved annual budget of the Association. These membership fees apply to all members individually.

Section V: Membership Duration and Renewal

Annual membership is from January 1 to December 31 of each year. Renewal period runs from January 1 to February 28 of each year. Membership shall be renewed upon payment of annual membership fees as stated above. A fee of \$5 shall be applied to late membership renewal.

Section VI: Refusal of membership

The General Body of the CAE-ACE reserves the right to refuse membership to an individual, if it is known that the individual is or has been involved in activities, which are not in conformity with those of the Association or Canadian law. In case an individual is refused membership, an appeal can be made to the Advisory Council, which has 30 days to review, accept and/or reject the appeal. Following the **30 days**, if the Advisory Council has not completed the review, the case shall be addressed at the next General Meeting, and a decision shall be made by ordinary resolution.

Section VII: Cessation of membership

One shall cease to be a member of the Association based on either of the following:

- a) Delivering their resignation in writing to the Board or by mailing it to the mailing address of the Society
- b) Their death
- c) Being expelled
- d) Failure to renew membership

Section VIII: Suspension/Expulsion

A Member may be suspended or expelled by resolution of the Board passed at a Board meeting, where:

- a) The Member has acted in a manner considered likely to endanger the interest or reputation of the Association,
- b) Where there has been a willful breach of the Association's Bylaws or Internal Rules.
- c) At the request of the member in question



In the case of suspension, the Board shall determine the terms and duration by resolution.

A brief statement of the reason or reasons for the proposed suspension or expulsion shall accompany a notice of resolution for suspension or expulsion.

The individual subject of the proposed resolution for suspension or expulsion shall be given an opportunity to be heard by the Advisory Council, which will make a recommendation to the Board before the resolution is put to a vote at a Board meeting.

Section IX: Returning from suspension

A member who has been suspended or expelled for a period of time for misconduct shall have his/her status of member in good standing reinstated after his/her period of suspension/expulsion. A written letter of commitment to never repeat such an offence shall be submitted to the board.

A member who resigned and is willing to come back shall officially express in writing his/her will to abide to CAE-ACE's bylaws and Internal Rules. A fine of \$50 and membership renewal shall apply.

ARTICLE 4: MANAGEMENT

Management shall consist of the General Body, the Advisory Council and the Board of Directors referred to as "Board" or "Executive Board" which comprises: The President, the General Secretary, the Treasurer, the Director of Discipline, the Director of Communication, the Director Controller and the Director of Projects.

Section I: The General Assembly

The General Assembly is described as follows:

- a) All full members of the CAE-ACE shall form the General assembly.
- b) The General Assembly is the supreme authority of the CAE-ACE. It elects the Board members, the members of the Advisory Council, the members of the audit committee, and has the power to partially or totally dissolve the Board, the Advisory Council and the Audit Committee.
- c) Any single financial commitment by the Association exceeding \$500.00 shall require prior approval of the General Assembly, by ordinary resolution.
- d) Bank withdrawals shall require a minimum of two signatures out of the three authorized



Section II: The Board

The Board is described as follows:

- a) The President, General Secretary and Treasurer and a maximum of four Directors shall constitute the Board of Directors.
- b) The Board shall be responsible for implementing policies, preparing and executing the annual budget, and proposing changes to the membership fee from time to time.

ARTICLE 5: DUTIES AND RESPONSIBILITIES OF THE BOARD

Section I: Duties of the Board

President:

The President shall:

- a) Be the Chief Executive and spokesperson of the CAE-ACE
- b) Oversee the application of resolutions taken during meetings.
- c) Be responsible for guiding the other officers in the execution of their duties and coordinating all segments of CAE-ACE, except the Advisory Council, which is accountable to the General assembly only.
- d) Be responsible for calling and presiding over all CAE-ACE meetings, except that he may not preside over the Annual General Meeting.
- e) Work with the Director of Communication and Public Relations, for maintaining liaison with other associations, communities, and various levels of corporate and government organizations
- f) Work with the Treasurer, for the operation of all bank accounts of the Association, including, but not limited to, the issuance of all checks, payment orders, drafts and investments of surplus funds, all in accordance with the general knowledge of and consent of the Board
- g) The president shall be ex-officio a member of all committees, subcommittees or commissions.

General Secretary:

The General Secretary Shall:

- a) call all CAE-ACE meetings on behalf of the President
- b) conduct the correspondence of the Association and shall handle all correspondence for CAE-ACE in conjunction with the President
- c) keep accurate minutes of all meetings of the Association and Directors and shall submit a report of the previous meeting, which shall include all resolutions passed, no later than five (5) days before the following meeting



- d) keep the records of all members and friends of Cameroon (including but not limited to: names, phone numbers, addresses, emails, date of first membership)
- e) attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall keep the seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board
- f) ensure that all reports are filed with the Registrar of Alberta as per the Society Act
- g) take over all functions and responsibilities of the President in situations when the President is unable to carry out his duties

Treasurer:

The Treasurer shall:

- a) be the chief financial officer and principal accountant; monitor the income and expenses
- b) prepare quarterly and annual financial reports of the Association
- c) coordinate the fundraising activities, collect all fees, receive all monies on behalf of CAE-ACE, and deposit in the account of the CAE-ACE at a Canadian financial institution
- d) provide, on request, an up-to-date statement of the accounts and financial affairs of the CAE-ACE to Members and assist the Auditor or Audit Committee during the annual audit
- e) provide during the Annual General Meeting, all relevant information regarding the financial status of the CAE-ACE, along with audited financial statements and an annual report of the accounts
- f) take over all functions and responsibilities of the General Secretary in situations when the General Secretary is unable to carry out his duties
- g) file all financial documents as required by the Canada Revenue Agency and any other government agency

Director of Discipline:

The Director of Discipline shall:

- a) be the Chief Whip
- b) be in charge of the application and respect of the Internal Rules and applies penalties in case of violation of rules. He is also in charge of punctuality and order during meetings



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- c) bring all relevant disciplinary concerns to the attention of the Advisory Council
 - d) take over all functions and responsibilities of the Treasurer in situations when the Treasurer is unable to carry out his duties

Director of Communication & Public Relations

The Director of Communication & Public Relations shall:

- a) increase the visibility of the Association by establishing relationships with other associations, communities, corporations and government organizations in coordination with the President
- b) Manage and direct internal and external communication including website, PO Box, online forum
- c) Create communication strategies

Auditor/Controller

The Auditor/Controller shall:

- a) participate in the preparation of the annual budget
- b) ensure that the application of the budget occurs as approved by the General Body
- c) take over all functions and responsibilities of the Director of Discipline in situations when the Director of Discipline is unable to carry out his duties.
- d) prepare, on behalf of the Board, an annual sponsorship program in order to increase the Association's financial resources

Directors of Projects

Due to the wide range of work to be done, two people shall fill the position of Director of Projects. Director of Projects # 1 and Director of Projects # 2

The Directors of Projects shall:

- a) propose the creation of Commissions and help define their missions for specific work to be done on behalf of the Board
- b) implement, guide, under the coordination of the President, all projects and the work done by different Commissions, including assignment of objectives, deadlines, reports, and scheduled discussions during meetings of the General Assembly
- c) be the liaison between the Board and Subcommittees/Commissions.

Director of Sports

The Director of Sports shall:

- a) oversee all sporting activities
- b) liaise with other communities for sporting collaboration



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- c) arrange for friendly competitions
 - d) develop sporting activities for men, women and children.

Section II: Duties of the Advisory Council

The Advisory Council consists of 3 members: two (2) elected members and the directly Past-President. Members of the Advisory Council are also called the "Council Members".

They act as link between the outgoing and the new elected board.

The Advisory Council shall:

- a) be independent and impartial
- b) resolve all matters (including disciplinary matters) brought before them by any member of the Association or the Director in charge of Discipline
- c) ensure that the laws of the CAE-ACE are fully enforced.
- d) play the mediation role in case of a conflict arising within the Association
- e) perform any other duties, as assigned by the General Body
- f) be accountable in front of the General Body only

ARTICLE 6: OTHER MANAGEMENT ORGANS

Section I : The Council of Collaboration

Members of Council of Collaboration shall be designated by the General Assembly of the CAE-ACE and the leaders of other Cameroonian associations in Edmonton and environs. Their number shall be fixed by both parties.

Section II: Duties of the Council of Collaboration

The Council of Collaboration shall be in charge of maintaining cordial, friendly and brotherly relationships between the CAE-ACE and various Cameroonian associations operating in Edmonton and environs. The council of collaboration shall report to the board of CAE-ACE.

ARTICLE 7: TERM OF OFFICE

Section I: Term of office for the executive board.

The entire executive board is elected for a two (2)-years term renewable once. The term goes from the last Saturday of **January** of the first year to the last Saturday of **January** of the second year.

The Executive Board may at any time and from time to time especially appoint a Member as a Director to fill a vacancy on the Board. Where a vacancy on the Board is filled by



special appointment, it is acceptable for a Director to hold two offices simultaneously, although that Director will continue to have only one vote during Board meetings. Such appointments shall be approved by ordinary resolution at the next meeting of the General Body.

If no successor is elected, the person previously elected or specially appointed continues to hold office until the next scheduled election.

If an elected member resigns from office before the end of his/her term, the new elected or appointed member shall take office until the end of this term and he/she may be candidate at the next elections to fill that position.

Section II: Term of the Advisory Council

- a) The 2 elected members of the Advisory Council are elected for a two (2)-year term. They are elected at the same time with the Board.
- b) The Past-President shall be member of the Advisory Council for the full term of office of the Board. He shall step down at the end of that term.
- c) The Past-President may not be a member of the Advisory Council after he:
 - (i) Has resigned from his position and he is found guilty of an act of mismanagement, misconduct, wilful breach of the Association Bylaws or Internal Rules
 - (ii) Has been or is subject to a suspension/expulsion as per Article II, Section VI of these Bylaws

If the Past President does not wish or is unable to serve as a Council Member or a vacancy exists, the General Body shall elect a third member to complete the Advisory Council.

The oldest member of the Advisory Council shall assume the role of President of the Council. The Advisory Council should elect their President, if the oldest member is generally out of Edmonton or if he is not willing to chair the Council. (To discuss if it is necessary to keep)

Section III: Termination of Office: President/Directors/Advisory Council Members

The President, a Director or an Advisory Council member shall cease to hold office in the event of:

- a) resignation,
- b) death,
- c) suspension or expulsion pursuant to Article 3 Section VII, of these bylaws; or



d) being removed from office following an act of mismanagement, misconduct, willful breach of the Association Bylaws and Internal Rules. The following shall apply in each case:

The President shall be removed by special resolution at a Special General Assembly Meeting convened by the advisors. The request for a Special Meeting shall be sent to the General Secretary, who shall call the Special Meeting as per Article 9, Section II.

Any other board member shall be removed by ordinary resolution during a General Meeting.

Advisory Council member shall be removed by ordinary resolution during a General meeting.

The officer subject to removal has the right to appoint another member or a peer, who will defend his position during meetings (whether in his absence or not).

The officer subject to removal shall have the right to be heard by a Special Commission appointed by the General Body by ordinary resolution. This Special Commission will meet with the officer subject to removal and provide its recommendations to the General Body before the decision of removal is made effective or approved.

Should the decision of removal be approved, the Officer subject to removal will immediately vacate his/her position in the Association without appeal. No officer previously removed from office is eligible at election for management positions during the next 3 years following his removal.

ARTICLE 8: RESOLUTIONS

The resolutions made by full members present in a meeting of the General Body shall be binding upon all the members including the CAE-ACE Board. Such resolutions include:

1. Ordinary Resolution: means a resolution passed in a General Meeting by the members of the Association by a simple majority of votes cast in person;
2. Special Resolution: means a resolution passed in a General Meeting by a majority of not less than 75% of the votes of those Members of the Association who, being entitled to do so, vote in person or by proxy;
 - a) of which the notice that the Bylaws provide and not being less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been given; or



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- b) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 21 days notice has been given;

ARTICLE 9: MEETINGS

Section I: General Meetings

The General Body shall meet at least once a month, generally the last Saturday of every month and each meeting shall constitute a General Meeting:

1. Notice of a General Meeting shall be sent to members and friends by e-mail specifying the venue, day and hour of the meeting, and the nature of the business to be discussed. This information must be sent at least 5 days in advance of the said meeting.
2. Decisions at a General Meeting are made following a vote by ordinary resolution
- 3.

Section II: Special Meetings

1. The Board of Directors may, when they think fit, convene a Special Meeting: Notice of such a meeting shall be sent by either email or postal mail, or posted on the association's web page and specify the venue, day and hour of the meeting, and the nature of the business to be discussed, at least 15 days in advance of the said meeting.
2. Members may convene a Special Meeting, if at least 2/3 of the members of the Association indicate to the Board in writing a desire for a Special Meeting to be held. Upon receipt of such a request, the Board shall fix a date, time and venue to hold such a meeting within the next 30 days. A written notice of the meeting must be mailed or e-mailed to all full members at their last known addresses, at least 15 days in advance of the said meeting.
3. Decisions at a special meeting shall be tabled at the general assembly for adoption

Section III: Annual General Meetings

The president shall call the Annual General Meeting ("AGM") no later than **January 31st**. The A.G.M shall be held no later than the last Saturday of the March of each year. This will allow the board to finalize the financial statements/annual report of the previous year and present them to the assembly during the A.G.M.

1. Notice of an annual general meeting shall be in writing, sent to all eligible voting members, sympathizers, friends and guests by e-mailing or mailing it to them at their last known addresses. The notice shall provide the date, time and venue of the meeting along with the agenda for the meeting.



2. The Board shall nominate a member as chair of the AGM with full mandate for preparing, presiding, and conducting the annual general meeting.
3. The General Secretary shall provide to the chair of the AGM, a copy of the Bylaws and a list of full members as per Article II, Section V of these Bylaws
4. At the first meeting following the AGM, the chair of the AGM shall read the report of the meeting of the AGM, which shall be approved by the General Body following a vote by ordinary resolution
5. The AGM, at the minimum, shall cover the following:
 - a) approve the audited reports and statement of financial affairs of the previous fiscal year
 - b) elect an auditor or an Audit Committee for the upcoming year
 - c) approve the budget for the upcoming year and adopt the annual membership fees
 - d) install the Elected Board and Elected Council, when applicable
 - e) conduct a vote of confidence or non confidence to the Board in years without elections.
6. Decisions at an AGM are made following a vote by special resolution.

Section IV: Chair of a General Meeting / Special Meeting

Except for the Annual General Meeting, the President, or in his/her absence, one of the other Directors present shall preside as chair of the General Meeting / Special Meeting as per Article IV Section I of these Bylaws. A member may also be appointed chair of the meeting by a Board resolution.

The Members present shall choose a chair person, if at a General Meeting, there is no President or other Director present within 15 minutes after the time appointed for holding the meeting.

Section V: Board Meeting

The Board shall meet at least four times a year to review the business and financial affairs of the Association.

1. The minutes of such meetings shall be provided to the General Body on or before the next General Meeting following the Board meeting and shall include all Board resolutions passed.



2. The Board may meet together at the places and times they think fit to dispatch business and adjourn as they see fit in accordance with the Internal Rules of the Association.
3. The President shall be the chair of all Board meetings, but if at a meeting the President is not present after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be chair at that meeting.
4. All decisions taken in a Board Meeting shall be made by a simple majority of votes cast.
5. Questions arising at a Board meeting shall be decided by resolution unless otherwise indicated in these bylaws.
6. In the case of an equality of votes the chair does not have a second or casting vote.
7. Voting on business shall be conducted by a show of hands unless deemed otherwise by the chair.
8. Quarterly Board Meeting: at the end of each quarter (i.e. March 31, June 30, September 30 and December 31) and no later than the 3rd week following the end of the quarter, the Board and the Advisory Council shall meet during a Board meeting to reflect on the last three months, discuss the upcoming budget activities/costs, review and approve the "interim financial statements" and conduct any other matter as they see fit.

Section VI: Subcommittees/Commissions

The Board may from time to time delegate any, but not all, of their powers to subcommittees/commissions consisting of members as they think fit.

A subcommittee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, these Bylaws and Internal Rules, and shall report every act or thing done in exercise of those powers no later than at the earliest Board meeting to be held next after it is done.

Section VII: Advisory Council Meetings

The Advisory Council shall meet whenever necessary, at the places and times they think fit, to dispatch business and adjourn as they see fit, in accordance with these Bylaws and the Internal Rules.

The Advisory Council also meets once a quarter with the Board to conduct the Quarterly Board Meeting with no voting rights.



ARTICLE 10: QUORUM

Section I: Quorum for each type of meeting

Annual General Meeting: two third (2/3) of the members in good standing

Special Meeting: two third (2/3) of the members in good standing

General Meeting: 2/3 of members in good standing

Board Meeting: four (4) Board members

Advisory Council meeting: two (2) members

Section II: Verification of quorum

No business, other than the nomination of a chair and the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present.

If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

If the above quorum is not achieved within one (1) hour, the meeting(s) shall be adjourned and immediately thereafter another meeting shall be called with the members present, which constitute the required quorum for the meeting.

ARTICLE 11: ELECTIONS

Section I: Date & Venue of Elections

1. **Executive Board:** the election of Board Members shall be held on the last Saturday of November of last year of the Board's term of office. This will allow a transition between the previous Board and the new Board until the last Saturday of January where the new Board will be installed and take function.

Board members so elected shall be called "Elected Board" and the elected President shall be called "President Elect". The Elected Board will take office at the next Annual General meeting, as per Article 9, section III.

2. **Advisory Council:** the election of the Advisory Council Members will be held at the same time with the election of the Executive Board. The Advisory Council members so elected shall form the "Elected Council" and will take office at the next Annual General Meeting, as per Article 9, section III.
3. **Audit Committee:** An independent auditor shall be appointed during the Annual General Meeting.



The Elected Board or Elected Council, if it consists of members not currently officers of the Association, will work with the Board and the Advisory Council, learn from current officers, attend meetings of the Board or the Council with no voting rights, prepare the budget and plan upcoming activities to be approved at the A.G.M, but will not, in any occasion, take over the management of the Association.

The Elected Board or Elected Council will take office when they are duly installed, as per Article 9, Section III.

Section II: Eligibility

Only full members are eligible for candidacy at any election; except that a candidate for the position of President shall be a full member for at least an entire year before he/she is eligible.

Section III: Filing for nomination

An individual can file nominations for more than one position, but can hold only one position.

Individuals who are not present and willing to nominate themselves for any position in the board can do so by sending a duly signed letter of nomination, stating the reason of his/her absence to the electoral commission, no later than a week before the date of elections.

Section IV: Calling an Election

An election shall be called no later than three weeks before the election date, based on calling procedures described in the Internal Rules.

Section V: Electoral Commission

The General Body shall create an electoral commission responsible for organizing, soliciting nominations, conducting and counting of votes and the proclamation of results. Members of the electoral committee cannot be candidates.

The Electoral Commission shall make arrangements for the proper conduct of the elections, fix date, time and place for:

- a) Filing nominations and deadline
- b) Date, time and place of election
- c) The location and accessibility of the voters' list
- d) Nomination form and Voting



Section VI: Winner of an Election

For all elected Advisory Council members and Director positions, except the position of President, the candidate with the majority of all votes (highest number of all votes) cast shall be considered the victor.

For the position of President, votes cast by an absolute majority (50% +1 vote) of Members present and voting shall be required for victory.

Should none of the candidates receive a majority of votes cast, a runoff election shall be immediately held between the two candidates receiving the most votes in the first round.

ARTICLE 12: VOTING

Section I: Voting Process

The voting process shall be as follow: online (if possible) and in person during the General Assembly called for election. In addition, votes must be made in person or by proxy (a duly signed power of attorney presented to the electoral commission before the Election.

- 1) A full member is entitled to one vote
- 2) Votes shall be counted immediately after voting has taken place and the results declared right after the vote
- 3) In case of an equality of votes a runoff election shall be immediately held between the two candidates receiving the same number of votes in the first round.
- 4) For all business except elections, voting shall be by raising hands or secret ballot unless deemed otherwise by the chair.
- 5) For elections, voting shall be by secret ballot where the ballots are to be distributed and collected by an electoral officer as per Article VII of these Bylaws.
- 6) Votes in the affirmative by ordinary resolution, shall be sufficient to carry all resolutions at General Meetings.

Section II: Online voting

Members in good standing that will not be in the General Assembly called for election can cast their vote online.

The online voting process will be opened and closed for 24 hours before the day of the election.

The electoral committee should ensure the transparency in the online voting process. If required, training shall be provided.



Only members of the electoral commission can know the result of the online vote as they will bring it the day of the election, and compile it with the results of votes that will be cast by members in good standing present the day of election.

Section II: Vacant positions

The Board shall try to fill any vacant position by inviting nominations from the General Body: the Board in its first meeting shall fill any vacant position not filled.

Section III: Conflict of Interest

If at any time a Board member is deemed to have a conflict of interest, his or her vote may be excluded by a majority vote of the Board.

Section IV: Non-Members and Guests

The chair of a meeting shall inform the guests that they may not vote on any business matters of the Association

ARTICLE 13: AUDIT

Section I: Fiscal Year

The fiscal year shall start on January 1st and end on December 31st of each year. The fiscal year has four quarters ending on March 31, June 30, September 30 and December 31.

Section II: The Audit

A duly qualified accountant ("Auditor") or two members ("the Audit Committee"), elected as per Article 5 section I, shall provide audit services to the Association, which can be relied upon for clarity and transparency purposes.

Section III: Auditor/Audit Committee

The following applies to the Auditor/Audit Committee

1. The Auditor or Audit Committee shall hold office until he/she is reelected or a successor is elected.
2. An Auditor or Audit Committee may be removed by ordinary resolution and shall be promptly informed in writing of appointment or removal
3. No Director of the Association shall be Auditor or a member of the Audit Committee
4. The Auditor may attend meetings.

Section IV: Auditing Process/Results

A complete and proper statement of the standing of the books shall be submitted to the Auditor(s) or Audit Committee upon request.



The Auditor(s) or the Audit Committee will audit the books, financial accounts, and records of the Association and produce a written "audit report" that will include suggestions for ameliorations/changes to the Board with a copy to the Advisory Council at least two weeks after the end of each quarter, in preparation of the Quarterly Board Meeting.

An annual audit report shall be provided to the General Body, along with the Annual Financial Statements of the Association, no later than 2 weeks before the Annual General Meeting.

Section V: Books

Any member may inspect the books and records by giving a reasonable notice in writing to the Treasurer or General Secretary and arranging an appropriate time with him for the said inspection. The written notice shall state the purpose and reasons for such inspection. The Treasurer or General Secretary will ensure this is done, if and when required.

ARTICLE 14: SIGNING AUTHORITIES

All cheques of the Association shall bear the signature of the President and/or the Treasurer.

The General Secretary can sign on behalf of either the President or the Treasurer in case of absence

Following the election of a new Board, the elected President, General Secretary and Treasurer shall have seven (7) days after they take office to change signing authorities at banks.

ARTICLE 15: RESIGNATION

Section I: Resignation of elected members

If an elected member wishes to resign, he can do so by sending a duly signed letter of resignation to the President for consideration at the next earliest possible meeting of the Board.

Section II: Resignation of the President

If the President wishes to resign, he shall submit his letter of resignation duly signed to the General Meeting for consideration at the next earliest possible meeting of the General Body. Upon acknowledgment of the President's resignation by the General Body, the resigning President shall ensure a proper hand-over of power to the Acting President, and shall return all Association's property according to the terms detailed in the Internal Rules.



The General Secretary will then assume the resigning President's role for a Transitional Period of thirty (60) days during which he/she will call new elections. The General Secretary can be a candidate for the said elections.

ARTICLE 16: REMUNERATION

No Member of the Board or any member of the CAE-ACE shall receive any remuneration for performing any services.

An individual shall be reimbursed for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Association.

The Board may reward certain members for outstanding services rendered to the Association as defined by the Internal Rules.

Reward and recognition packages shall be included in the annual budget and approved by the General Assembly. The total value of each package per individual shall not be more than \$25 CAD.

ARTICLE 17: BORROWING POWERS AND LIABILITY OF THE BOARD

In carrying out its activities, the CAE-ACE may borrow money in such manner as it thinks fit. This power shall be exercised only under the authority of the General Body and under no circumstances without being sanctioned by a special resolution passed by the General Body.

Article 17 of these Bylaws shall not apply in situations when a member borrows money using his own credit or assets as collateral security and uses that borrowed money for the CAE-ACE activities.

No member of the Board shall have liability of any kind, legal or otherwise, as a group and/or an individual during and after his term of office with the CAE-ACE

However, if for any reason any board member is implicated in any fraud, he will still be liable vis-à-vis the CAE-ACE even after his/her term of office with the CAE-ACE.

ARTICLE 18: AFFILIATIONS

The CAE-ACE may be a member of any other organization. The General Body shall approve affiliation to other organizations by ordinary resolution



ARTICLE 19: DISPUTES

All disputes arising within the Association shall be managed by the Advisory Council, which will resolve the issue by a process of mediation. Only when this fails, then the dispute shall be decided through arbitration under the Arbitration Act of Alberta. If the dispute involves the Advisory Council, a crisis committee shall be set up by the Board with the General Body's approval to manage the issue.

ARTICLE 20: DISSOLUTION

On the winding up or dissolution of the CAE-ACE, after all debts of the Association have been paid or adequately provided for, the assets of the Association then remaining shall be transferred and delivered to such charitable institutions as the voting members determine by ordinary resolution. This provision is unalterable.

ARTICLE 21: BYLAWS/INTERNAL RULES

Section I: Right to receive a copy of the Bylaws and Internal Rules

On being admitted to membership, each Member is entitled to and upon request the Association shall give him/her, without charge, a copy of the Bylaws and Internal Rules of the Association.

Section II: Bylaws Committee

The Board shall create a Bylaws Committee, which will formulate appropriate action and propose necessary changes to the Bylaws or Internal Rules, not being inconsistent with these Bylaws, as it deems necessary to facilitate the functioning of the Association, subject to ratification by the Members at the next General Meeting.

Section III: Amendment of the Bylaws and Internal Rules

The Bylaws or Internal Rules shall not be rescinded, amended, altered, or added to except by Special Resolution at a General Meeting.

Any member may at any time can propose (an) amendment(s) to the Bylaws and Internal Rules. The proposed amendment(s) shall be submitted to the Board in writing in exactly the form it will appear in the newly revised Bylaws and Internal Rules.

The Board shall consider the proposed amendment(s), distribute the proposed amendment (in writing) to all CAE-ACE members via email, postal mail or internet (website), at least 21 days before the meeting, and present the amendment for ratification by the Members at the next General Meeting.



The Board shall ensure the Bylaw and Internal Rules are revised once every four year. In the meantime the board shall continue to receive suggestions for amendments.

ARTICLE 22- THE DEFINITION OF THE PERIOD OF TRANSITION

The period of transition is defined as being the time space between the election of a new Executive Board and the actual beginning of its mandate.

ARTICLE 23: THE RULES APPLICABLE DURING TRANSITION PERIOD

During the period of transition, the Bylaw and the Internal Rules remain effective, and cannot be modified.

The recently elected Executive Board has to apply them scrupulously. As a matter of fact, the period of transition does not establish a gap in the law.

ARTICLE 24: SUSPENSION OF CAE-ACE' ACTIVITIES

The suspension of the activities of the CAE-ACE can arise either for reasons of public safety, or in an extremely serious crisis blocking its functioning.

In this second case, the Executive Board in place will have to use all its diplomacy to be able to find a solution susceptible to bring back the cohesion and the serenity within the CAE-ACE.

Anyone within the community who is capable of helping bring back the serenity may be consulted. It is particularly important to use the expertise of advisors of CAE-ACE so that such a crisis can be avoided or resolved.

ARTICLE 25: THE DISSOLUTION OF THE ASSOCIATION

The dissolution of the CAE-ACE can arise either by a decision taken by the local authorities for reasons of law and order, or further to a judicial decision pronounced for that purpose.



**ARTICLE 26: THE FATE OF THE PROPERTIES OF THE ASSOCIATION IN
CASE OF DISSOLUTION**

In case of dissolution of the CAE-ACE, the decision on the fate of its properties (equipments, buildings, money...) will be within the competence of the Extraordinary General Meeting called for that purpose.

This decision will be succeeded by vote of the majority of members in good standing present. The use of the mandate will not be authorized for the vote.

THIS BYLAW AMENDMENT HAS BEEN READ AND ADOPTED BY THE GENERAL ASSEMBLY ON APRIL 28, 2015 IN EDMONTON, CANADA.



Glossary

AGM: Annual General Meeting of the Society;

Board: The Board of Directors of the CAE-ACE who is responsible for the administration and organization of the society and its business;

Bylaws: CAE-ACE's rules for conducting its business;

Conflict of interest: A situation in which a Board or Committee member could benefit personally from a decision made by the Board or Committee. The "conflict of interest" is that the person's benefit could be in conflict with the best interest of the organization. The bylaws have rules for dealing with conflict of interest situations;

Director: Member of the *Board*;

E.G.M.: Extraordinary General Meeting

Ex-officio: Because of one's role or position. For example, the President is an *ex officio* member of all Committees, because of holding the position of President;

Fiscal: Related to money or finance;

Indemnity: Not subject to penalties or liabilities that happened because of work done on behalf of CAE-ACE;

Member: As per Bylaw II;

Motion: A statement beginning with "I move that..." or "Moved that..." on which members are asked to vote "in favor" or "opposed."

Ordinary Resolution: A resolution passed in a General Meeting by the members of the Society by a simple majority of votes cast in person;

President: Chairperson of the *Board*;

Proxy: A written authorization by a member allowing another member to vote for or against business proposals and directors at General, or Annual Meetings.

Quorum: The minimum number of members who must be present to carry on business at a meeting;

Registered Address: Post mail address of a member as recorded in the official records;

Reimbursement: Money reimbursed to a person who spends his or her own money for CAE-ACE



expenses;

Remuneration: Direct monetary payment by the CAE-ACE to a person for providing a service (wages or fees);

Seal: When the CAE-ACE's Seal is used on a page, that proves the page is legally approved by the Cameroon Association of Edmonton - Association des Camerounais d'Edmonton CAE-ACE;

Special Resolution: A resolution passed in a General meeting by a majority of no less than 75% of the votes of those Members of the Society who, being entitled to do so, vote in person or by proxy;

- (i) of which the notice that the bylaws provide and not being less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been given; or
- (ii) if every Member entitled to attend and vote at the meeting so agrees, at a meeting of which no less than 21 days notice has been given;

Society: means the Cameroon Association of Edmonton - Association des Camerounais d'Edmonton CAE-ACE;

Society Act: The Society Act of the Province of Alberta from time to time in force and all amendments to it;

Steering Committee: Subcommittee, or commission, which represents the individuals who are selected to assist in the administration and organization being overseen by (a) Director(s)



AMENDMENT HISTORY

STEPS AND DATES	BYLAW AMENDMENT AND INTERNAL RULES COMMITTEE MEMBERS
Original Bylaw-January 18 th 2009 in Edmonton, Alberta,	<ul style="list-style-type: none"> ➤ Guy Bayegnak ➤ Romeo Fandio ➤ Christian Matam ➤ Temga Temga ➤ Guy-Francois Kenfak ➤ Jean Bosco Mouafo
First Amendment-June 27 th 2009 in Edmonton, Alberta	<ul style="list-style-type: none"> ➤ Guy Bayegnak ➤ Romeo Fandio ➤ Christian Matam ➤ Temga Temga ➤ Guy-Francois Kenfak
Second Amendment-September 26 th 2009 in Edmonton, Alberta	<ul style="list-style-type: none"> ➤ Guy Bayegnak ➤ Christian Matam ➤ Temga Temga ➤ Guy-Francois Kenfak
Third Amendment-June 25, 2011 in Edmonton, Alberta	<ul style="list-style-type: none"> ➤ Francis Yappi ➤ Tah Techoro ➤ Guy-Armel Bayegnak ➤ Walters Munde ➤ Gideon Lambiv ➤ Romeo Fandio ➤ Rodrigue Deuboue ➤ Roger Fodjo
Fourth Amendment-April 25, 2015 in Edmonton, Alberta	<ul style="list-style-type: none"> ➤ Marcel Adzeme Essono (Lead) ➤ Stanley Ngwa (Lead) ➤ G�n�vienne Sindjui D. ➤ Roger Fodjo ➤ Paulin Tchouaga ➤ Georges Tchokote ➤ Raymond Kampoer



SIGNATURES

Signature (Witness):	Address: 1540 Robertson Way	
Print Name: Stanley Ngwa	City/Province: Edmonton, Alberta	Postal Code: T6W 1H8

Signature (President):	Address: 130-101 Deer Valley Drive	
Print Name: Julien Simo (Acting President)	City/Province: Leduc, Alberta	Postal Code: T9E 0S3

Signature (General Secretary):	Address: #2, 4315-102 Avenue	
Print Name: Alphonse Ahola	City/Province: Edmonton, Alberta	Postal Code: T6A 0M5

Signature (Treasurer):	Address: # 202, 9710-82 ^e Avenue	
Print Name: Guy Benoît Monthe	City/Province: Edmonton, Alberta	Postal Code: T6E 1Y5