

# EDMONTON JAPANESE COMMUNITY ASSOCIATION

## BYLAWS

### **1 – Preamble**

#### 1.1 The Association

The name of the Association is the Edmonton Japanese Community Association, which may also be known or referred to as the EJCA or the Association.

#### 1.2 The Bylaws

The following articles set forth Bylaws of the Edmonton Japanese Community Association.

#### 1.3 Language

For all purposes, this English language version of the Bylaws shall be the original and governing instrument. In the event of any conflict between this English language version of the Bylaws and any subsequent translation into any other language, this English language version shall govern and control.

### **2 – Defining and Interpreting the Bylaws**

#### 2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3 Board means the Board of Directors of the Association.

2.1.4 Bylaws means the Bylaws of the Association as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President.

2.1.6 Member means a member of the Association.

- 2.1.7 Meeting of the Association means meetings held as described in Article 5.
- 2.1.8 Officer means any Officer listed in Article 6.2.
- 2.1.9 Registered Office means the registered office for the Association.
- 2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.11 Special Meeting means the special meeting described in Article 5.3.
- 2.1.12 Special Resolution means:
- a. a resolution passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
  - b. a resolution proposed and passed as a special resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
  - c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.13 Voting Member means a Member entitled to vote at the meetings of the Association as specified under 4.3.2.

## 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Pronouns in masculine, feminine and neuter genders shall be construed to include any other gender, and words in the singular form shall be construed to include the plural and vice versa, unless the context otherwise requires.
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

### **3 – Objects of the Association**

3.1 The objects of the Association are detailed in the Article of Incorporation.

### **4 – Membership**

4.1 Classification of Members

The Association may create categories of memberships, however defined.

4.2 Rights and Privileges of Members

4.2.1 Any Member in good standing is entitled to:

- a. receive notice of a Meeting of the Association;
- b. attend any Meeting of the Association;
- c. speak at any Meeting of the Association; and
- d. exercise other rights and privileges given to Members in these bylaws.

4.2.2 Voting Members

The only Members who can vote at Meeting of the Association are Full Members in good standing who are at least eighteen (18) years old.

4.2.3 Number of Votes

A voting Member is entitled to one (1) vote at a Meeting of the Association.

4.2.4 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Association; and
- b. the Member is not suspended as a Member as provided for under Article 4.5.

4.3 Lapse and Reinstatement of Membership

Any member who has not paid the membership fees as required or any other due or assignment within three months after they become due shall be deemed to have his or her membership lapsed. A lapsed member may be reinstated upon payment of any dues and assessments outstanding.

#### 4.4 Suspension of Membership

##### 4.4.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership indefinitely, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Association;
- c. if the Member has disrupted meetings or functions of the Association; or
- d. if the Member has done or failed to do anything deemed to be harmful to the Association.

##### 4.4.2 Notice to the Member

4.4.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

4.4.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Board.

4.4.2.3 The notice will state the reasons why suspension is being considered.

##### 4.4.3 Decision of the Board

4.4.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.4.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

4.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.3.4 The decision of the Board is final.

#### 4.5 Termination of Membership

##### 4.5.1 Resignation

- 4.5.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.
- 4.5.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.
- 4.5.1.3 A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to resignation.

#### 4.5.2 Death

The membership of a Member is ended upon his death.

#### 4.5.3 Deemed Withdrawal

- 4.5.3.1 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.
- 4.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

#### 4.5.4 Expulsion

- 4.5.4.1 Any member may be expelled from the Association by a majority vote of the members at a General Meeting called for such a purpose. Notification of such expulsion to the expelled member shall be sent by ordinary mail.
- 4.5.4.2 This decision is final.
- 4.5.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

#### 4.6 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, is suspended, or expelled from the Association.

#### 4.7 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

## **5 – Meetings of the Association**

### 5.1 The Annual General Meeting

5.1.1 The Association holds its Annual General Meeting no later than November 30th of each calendar year, in Edmonton, Alberta. The Board sets the place, day, and time of the meeting.

5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

#### 5.1.3 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities, and the auditor's report;
- e. appointing the auditors;
- f. electing the Members of the Board;
- g. considering matters specified in the meeting notice; and
- h. other specific motions that any members have given notice of before the meeting is called.

### 5.2 The General Meeting

#### 5.2.1 Calling of General Meeting

General Meetings of the Association may be called at any time by the Secretary upon the instructions of the President by notice in writing, either by mail to each member to the

last known address on record with the Association, or by email to the last known email address on record with the Association, delivered at least eight days prior to the date of such meeting.

### 5.3 Special Meeting of the Association

#### 5.3.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

#### 5.3.2 Notice

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

#### 5.3.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

#### 5.3.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

### 5.4 Proceedings at the General or a Special Meeting

#### 5.4.1 Attendance by the Public

General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

#### 5.4.2 Quorum

Attendance by 25 of the Members in good standing at any meeting is a quorum.

#### 5.4.3 Failure to Reach Quorum

The President postpones the General and Special Meeting if a quorum is not present within one-half (1/2) hour after the set time. If postponed, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### 5.4.4 Presiding Officer

5.4.4.1 The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President.

5.4.4.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General and Special Meeting, the Members present choose one (1) of the Members to chair.

#### 5.4.5 Adjournment

5.4.5.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.4.5.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.4.5.3 The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

#### 5.4.6 Voting

5.4.6.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.4.6.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.4.6.3 A Voting Member may not vote by proxy.

5.4.6.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.4.6.5 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.



5.4.6.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.4.6.7 Members may withdraw their request for a ballot.

5.4.6.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

#### 5.4.7 Failure to Give Notice of meeting

No action taken at a General and Special Meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

#### 5.4.8 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General and Special Meeting. It is not necessary to give notice or to call a General and Special Meeting. The date on the resolution is the date it is passed.

## **6 – The Governance of the Association**

### 6.1 The Board of Directors

#### 6.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### 6.1.2 Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the *Societies Act*. The powers and duties of the Board include:

- a. Promoting the objects of the Association;
- b. Promoting membership in the Association;

- c. Maintaining and protecting the Association's assets and property;
- d. Approving an annual budget for the Association;
- e. Paying all expenses for operating and managing the Association;
- f. Paying persons for services and protecting persons from debts of the Association;
- g. Investing any extra monies;
- h. Financing the operations of the Association, and borrowing or raising monies;
  - i. this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.
- i. Making policies for managing the Association;
- j. Approving all contracts for the Association;
- k. Maintaining all accounts and financial records of the Association;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Association and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Association; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

#### 6.1.3 Composition of the Board

The Board consists of:

- a. Not less than five and not more than 13 persons elected as set out below.
- b. The number of directors shall be determined from time to time by the members at each Annual General Meeting.

#### 6.1.4 Resignation, Death or Removal of a Director

- 6.1.4.1 Director including the President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 6.1.4.2 Voting Members may remove any director including the President, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.
- 6.1.4.3 If a board member does not attend 3 consecutive board meeting without prior notice, the board member shall be deemed as resigned.
- 6.1.4.4 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

#### 6.1.5 Meetings of the Board

- 6.1.5.1 Meetings of the Board shall be held as often as may be required, but at least every three months, and shall be called by the President. A Special Meeting may be called on the instructions of any three Directors, provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.
- 6.1.5.2 Meetings of the Board shall be called with 10 days' notice in writing or three days' notice by telephone or email to each Director. A meeting may be held without notice if all Directors are present. Notice of a meeting may be waived by any Director, and such waiver may be given before or after the meeting. Failure to receive notice does not invalidate any decision made at a meeting.
- 6.1.5.3 Presence of five (5) Directors is a quorum. If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
- 6.1.5.4 Each Director, including the President, has one (1) vote.
- 6.1.5.5 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.1.5.6 Meetings of the Board are open to Members of the Association, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 6.1.5.7 All Directors may agree to and sign a resolution electronically or otherwise. This resolution is as valid as one passed at any Board meeting. It is not

necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.5.8 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

6.1.5.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.5.10 A Director may waive formal notice of a meeting.

6.1.5.11 Motions arising at any Directors' meetings shall be decided by a majority vote with each Director given one vote per question. A ballot vote shall be used if requested by any Director. In the event of an equality of votes, the motion shall be deemed lost.

## 6.2 Officers

6.2.1 The Officers of the Association are the President, Vice-President, Secretary and Treasurer.

6.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.

6.2.3 The Officers hold office until re-elected or until a successor is elected.

## 6.3 Duties of the Officers of the Association

6.3.1 The President:

- Supervises the affairs of the Board,
- When present, chairs all Meetings of the Association, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees;
- Acts as the spokesperson for the Association;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

6.3.2 The Vice President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is an *ex officio* member on designated committees;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

#### 6.3.3 The Secretary:

- In the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board;
- Attends all meetings of the Association, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the Association is kept;
- Makes sure all notices of various meetings are sent;
- Makes sure any money collected is turned over promptly to the Treasurer;
- Keeps the Seal of the Association;
  - whenever the Seal is used, it shall be authenticated by the signature of the Secretary and the President or a Vice-President
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

#### 6.3.4 The Treasurer:

- The office of Secretary and Treasurer may be filled by one person at the discretion of the Board;
- Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

#### 6.4 Board Committees

##### 6.4.1 Establishing Committees

The Board may appoint committees to advise or perform specific duties for the Board.

##### 6.4.2 General Procedures for Committees

6.4.2.1 The chair of each committee shall be appointed by the Board, and instructions to the chair may be given by the Board.

6.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees; and
- provides reports to each Board meeting at the Board's request.

6.4.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

- 6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## 6.5 Standing Committees

The Board establishes these standing committees:

- a. Executive Committee; and
- b. Finance Committee

### 6.5.1 The Executive Committee:

- a. Consists of the President, Vice-President, Secretary, and Treasurer.
- b. Is responsible for:
  - planning agendas for Board meetings;
  - carrying out emergency and unusual business between Board meetings;
  - reporting to the Board on actions taken between Board meetings; and
  - carrying out other duties as assigned by the Board.
- c. Meets as required.
- d. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

### 6.5.2 The Finance Committee:

- a. Is chaired by the Board Treasurer.
- b. Comprises of financially literate members of the Board or Association, including one financial expert.

- c. Is responsible for:
  - delivering financial reports to the Board;
  - performing general banking and finance needs on behalf of the Association or delegating these responsibilities as needed;
  - providing financial advice to the Board; and
  - carrying out other duties as assigned by the Board.
- d. Meets on a quarterly basis, with ad hoc meetings as required.
- e. A meeting of the Finance Committee may be held by a conference call. Committee members who participate in this call are considered present for the meeting.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Finance Committee.
- g. The President of the Board is an ex officio member of the Committee.

## 6.6 The Executive Director

- 6.6.1 The Board may hire an Executive Director to carry out assigned duties.
- 6.6.2 The Executive Director reports to and is responsible to the Board and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.
- 6.6.3 The Executive Director acts as the administrative officer of the board in:
  - attending board and other meetings as required;
  - hiring, supervising, evaluating and releasing all other paid staff;
  - interpreting and applying the Board's policies;
  - keeping the Board informed about the affairs of the Association;
  - maintaining the Association's books;
  - preparing budgets for Board approval;
  - planning programs and services based on the Board's priorities; and
  - carrying out other duties assigned by the Board.



## **7 – Finance and Other Management Matters**

### **7.1 The Registered Office**

The Registered Office of the Association is located in Edmonton, Alberta. The Registered Office of the Association may be changed at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

### **7.2 Finance and Auditing**

7.2.1 The fiscal year of the Association ends on June 30 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant or two members of the Association elected at each Annual General Meeting must do this audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year.

### **7.3 Seal of the Association**

7.3.1 The Board may adopt a seal as the Seal of the Association.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### **7.4 Cheques and Contracts of the Association**

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own pay cheque.

7.4.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

### **7.5 The Keeping and Inspection of the Books and Records of the Association.**

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

- 7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.
- 7.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- 7.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.
- 7.5.6 All financial records of the Association are open for such inspection by the Members during normal business hours and with reasonable notice.
- 7.5.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

## 7.6 Borrowing Powers

- 7.6.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

## 7.7 Payments

- 7.7.1 No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

## 7.8 Protection and Indemnity of Directors and Officers

- 7.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **8 – Amending the Bylaws**

8.1 These Bylaws may be cancelled, altered, added to, or replaced by a Special Resolution at any Annual General or Special Meeting of the Association.

8.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

8.4  $\frac{3}{4}$  of the members present and entitled to vote at the general meeting called for that purpose is required for the passing of a change of the bylaws.

## **9 – Distributing Assets and Dissolving the Association**

9.1 The Association does not pay any dividends or distribute its property among its Members.

9.2 If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has similar to those of the Edmonton Japanese Community Association.

9.3 Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Association.

## Appendix 1 Glossary

**Annual General Meeting:** Also known as ‘AGM’, is the Association’s annual meeting which all members may attend. This is the meeting at which all Resolutions are approved and the election of the Board of Directors occurs.

**Director:** Any person elected or appointed to the Association’ Board of Directors.

**Dissolution:** The breaking down or ending of the organization.

OR

The act of ending, terminating or winding up a company or state of affairs. For example, when the life of a company is ended by normal legal means, it is said to be “dissolved”.

**Executive Director:** Also known as the General Manager or the Administrator, is the employee who presides over the day-to-day operations of the Association. This person is the only employee of the Board of Directors and is a nonvoting member of this Board.

**Fiscal Year:** Period of 12 consecutive months chosen by an organization as its accounting period, which may or may not be a calendar year

OR

the 12 months (or, for incorporated charities, a period of up to 53 weeks) covered by an organization’s financial statements.

**In Good Standing:** A corporation that has complied with all statutory and regulatory requirements for filing of documents

**Majority:** The number of people who must favour a motion before it can be carried. A “simple majority” is more than half the members voting, that is, 50 percent plus one additional person.

**Member:** An individual who applies for membership, is accepted for membership, and pays the required dues to the Association. The terms of membership and application process are determined by the Board of Directors

**Member in Good Standing:** A member who dues are paid up and whose membership has not been suspended.

**NUANS:** (Newly Upgraded Automated Name Search) NUANS is a computerized search system that, for the purposes of Corporate Registry, compares a proposed corporate name to a database of existing corporate names.

**Policy:** A policy is a deliberate decision made by the Board that provides guidance for addressing identified objectives and concerns.

**Proxy:** The authority or power given by one voting member to another voting member.

**Register of Members:** The ‘register’ retained by the Secretary on behalf of the Board of Directors containing the names and addresses of the members of the Association. This register may only be used by members for Association business.

**Resolution:** A motion passed by the members at an Annual General Meeting, General Meeting or a Special Meeting. The process and time lines by which resolutions are formulated and submitted the members are detailed in the Association’s resolution policy.

**Quorum:** The minimum number of people, as specified in the bylaws, required at each board meeting, general meeting, or special meeting for business to be legally carried out. In the absence of a quorum, debate can continue but no votes can be taken, except the vote to adjourn.

**Special Meeting:** The Special Meeting of the Association called to deal with specific business requiring a Special Resolution. The Special Resolution will be specified in the Notice.

**Voting Member:** A Member entitled to vote at the meetings of the Association

**Winding Up:** The process of settling the accounts and liquidating the assets of a corporation for the purpose of distributing any assets and dissolving the organization.

**Year End:** Final date of a fiscal year

OR

taking place at the close of a fiscal year; e.g. “year-end audit”