



# KENYAN COMMUNITY IN ONTARIO BY-LAWS

# **BY-LAWS FOR KENYAN COMMUNITY IN ONTARIO**

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BE IT ENACTED as the by-laws of the Organization as follows:

## ARTICLE 1: INTERPRETATION

### 1.01 Definitions:

In these by-laws and all other resolutions of the directors and Members of the Organization, unless the context otherwise requires:

**"Act"** means *Not-for-Profit Corporations Act, S.C. 2009, C 23* as amended, repealed or replaced from time-to-time.

**"By-laws"** means this by-law and all other by-laws of the organization in force and effect and as amended from time to time, including special by-laws.

**"Organization"** means the Kenya Community in Ontario known herein and after as KCO.

**"Letters Patent"** means the letters patent incorporating the Organization as from time to time amended and supplemented by letters patent.

**"Member"** means a member of the Organization.

**"Board"** means the Board of Directors of the Organization.

**"Officer"** means board members or employees of the Organization.

**"Meeting of Members"** includes an annual general meeting, regular meetings and special meetings of members.

**"Executive"** means a member of the board of directors that holds office as defined in article 9.07 of the by-laws.

**"C.R.O."** means Chief Returning Officer as stipulated in the Election and Referenda Bylaw.

**"Fiduciary Duty" and "Fiduciary Duties"** mean the duty of the Board of Directors to act reasonably, prudently, honestly and in the best interests of the Organization, to not have a conflict of interest and to exercise the requisite level of care, diligence and skill in carrying out their responsibilities as required by statute and common law.

**"Volunteer"** means someone who freely gives their time and skills without remuneration. Also, note additional definition of volunteers during contained in the Elections and Referenda Bylaws of KCO.

**Word** importing **number** include the singular and plural; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and organizations.

## **ARTICLE 2: PREAMBLE**

- 2.01 KCO is an Ontario-based not for profit and non-political organization committed to promoting community unity and cohesion, providing support for the development, settlement and adjustment programs as well as preserving the rich cultural heritage of its members in Canada.
- 2.02 KCO shall operate as a not-for-profit , Charity corporation without share capital under the laws of the Province of Ontario.
- 2.03 KCO works in partnership with other Canadian Organizations, Canadian friends of Kenya, religious organizations, donors and other supporters in promoting international development projects and charitable grassroots community development projects in Ontario and in Canada.
- 2.04 KCO supports its work through the financial, material and voluntary contributions of its members and the Canadian public and counts on the moral support of Canadian society to achieve the local community and international development goals.

## **ARTICLE 3: MISSION STATEMENT AND VISION**

### **MISSION STATEMENT**

- 3.01 The mission of KCO is to foster a sense of national unity by creating a socially cohesive environment among its community members to educate, promote and increase the public's understanding and appreciation of the cultural and artistic diversity of Kenya as represented by its members and to provide instructional seminars on topics related to well being, economic development, settlement, integration and cultural needs of the community.

### **VISION**

- 3.02.01 KCO believes in, values and provides a platform for the provision of high-quality community social services and programs that promote and provide opportunities and alternatives to build a better and prosperous society.
- 3.02.02 KCO mobilizes and involves members of the Community and friends of Kenya in Ontario and in Canada in productive community economic development initiatives and, development consciousness and equity among its members.
- 3.02.03 KCO facilitates the formation of profit-making enterprises for the benefit of Kenyan community.
- 3.02.04 KCO works in collaboration with other communities, organizations and agencies in

Ontario and elsewhere in achieving its objectives.

3.02.05 KCO serves clients regardless of tribe, race, national origin, ethnicity, culture, gender, sexual orientation, age, ability or religion.

## **ARTICLE 4: OBJECTIVES**

4.01 To establish and operate a community Centre to be used for workshops, programs, athletics, drama, art, music, handicrafts, hobbies and recreation for the benefit of the general public.

### **Immigrant services**

4.02. To provide education, counselling and other support services for immigrants and refugees in need, including language instruction, employment training, job search programs, translation services and information programs on Canadian culture and life.

### **Employment preparation, training and counselling**

4.03 To establish, maintain and operate an employment training Centre for needy unemployed and low skilled workers.

4.04 To provide assistance to needy persons in drafting resumes, searching for employment and preparing for job interviews.

4.05. To provide counselling to needy persons experiencing long-term unemployment.

4.06. To develop employment training and education programs for needy persons.

### **Literacy**

4.07. To provide literacy programs and classes to members of the public.

4.08. To develop and provide education and training programs to persons who will conduct literacy training.

## **ARTICLE 5:**

### **TRANSACTION OF THE AFFAIRS OF THE ORGANIZATION**

#### **5.01 Head Office**

The head office of KCO shall be located in the Province of Ontario, Canada, at a place therein where the business of the organization may be effectively conducted. KCO may establish such other offices and agencies elsewhere as the Board of Directors may deem necessary.

#### **5.02 Seal**

The organization may adopt a corporate official seal from time-to-time. The seal of the organization shall be in the form impressed in the margin hereof and it shall be in the custody of the Secretary of the organization or such other person as the board may from time-to-time designate. The corporate seal, if adopted, shall be maintained in a secure location at the head office of the organization.

#### **5.03 Certifications**

The Board of Directors of KCO mandates the President, Secretary and Treasurer of the Organization to sign documents unless otherwise specified, on behalf of the KCO.

#### **5.04 Financial Year**

The fiscal year of the organization shall end on June 30th of each year.

#### **5.05 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligation, certificates and other Instruments may be signed on behalf of the Organization by any two (2) of the executive board members. In addition, the board may from time to time direct the manner in which the persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Organization may affix the corporate seal thereon. No KCO securities or other assets shall be assigned to obtain credit or receive funds.

#### **5.06 Procedural Rules of Order**

KCO shall adopt *Roberts Rules of Order*, most recent version, as the procedural rules of order.

#### **5.07 Banking Arrangements**

The banking business of the Organization shall be transacted with such banks, trust companies or other firms or organizations as may from time to time be designated by or under the authority of the members. Such banking business or any part thereof shall be transacted under such agreements; instructions and delegation of powers as the members may from time to time prescribe or authorize.

## **ARTICLE 6: MEMBERSHIP**

6.01 The KCO is composed of Members who shall abide by the by-laws of the Organization. Membership is open to all individuals who are over 18 years of age, who accept, endorse and be interested in furthering the purpose, mission, vision and values of KCO, accept the Organization's Mission Statement and who have paid their membership fees in full.

6.02 The KCO membership is comprised of life membership and regular membership renewable each year.

6.03 The fees and terms of each membership category will be revised regularly by membership and/or the KCO Board.

6.04 Membership fees shall be non-refundable.

6.05 The KCO Board and membership shall periodically review and update the by-laws to reflect current membership dynamics.

### **6.06 Term of Membership**

The interest of a member in KCO is not transferable and lapses and ceases to exist upon:

- i. Failure to pay the fee for membership and other prescribed contributions if any, within a reasonable time after which such fee is due as the board may prescribe from time to time.
- ii. Death;
- iii. A member resigning.
- iv. Otherwise ceasing to be member in accordance with the membership restrictions and any by-laws of the Organization.

### **6.07 Membership Rights**

Except as otherwise provided in these by laws, members of the organization have the right to:

- i. receive notice of all meetings of the members;
- ii. attend all duly constituted meetings of the members;
- iii. be entitled and limited to one (1) vote at all meetings of the members of the organization;
- iv. be eligible for election or appointment to the Board of Directors in accordance with the by-laws of the organization;
- v. eligibility to Vote in a KCO Election for Board Members, is that a member must have paid KCO membership fees not less than 3 months to the election date;
- vi. KCO paid members in good standing can vote on any other issue arising or on the agenda irrespective of when their membership was paid in the calendar year.

6.08 The Board of Directors is empowered to approve or reject the acceptance of a member



subject to ratification at a general meeting of members by a simple majority of 50% + 1 conducted by a secret ballot of the regular voting members present.

6.09 The Board of Directors shall periodically review and establish regular dues or fees payable by members, eligibility and any special requirement necessary for smooth operations of the organization, subject to ratification by a simple majority of 50% + 1 of regular voting members present at an Annual General Meeting.

6.10 Resignation or Withdrawal of Membership by a Member

- a) Any member who wishes to withdraw from membership in KCO shall notify the Board of Directors in writing and upon receipt by the Board of such notice, the member shall cease to be a member.
- b) A Member may resign or withdraw their own membership by giving written notice by mail, electronic means or direct delivery of such termination or withdrawal to the organization, with a copy to the Secretary, which resignation shall be effective as of the effective date set out in the resignation or if no effective date is given, on the date of receipt of the resignation by the Organization.

6.11 A General Meeting of members may adopt a resolution to expel or to suspend any regular voting member who:

- a) Conducts himself/herself in an improper or unbecoming manner contrary to the code of conduct.
- b) Willfully commits a breach of bylaws of KCO.
- c) Acts in conflict with the mission, values and objectives of KCO or endanger its reputation.
- d) No member shall be expelled or suspended without having been notified of the charge against him/her and without having been first given an opportunity to be heard at a special meeting called for that purpose by the Board.

6.12 Cessation of membership shall in no way relieve a former member of KCO of any obligations to the Organization by virtue of having been a member.

6.13 Any member who resigns, withdraws, or is expelled from the Organization shall forthwith forfeit all rights, membership fees, claims and interests arising from or associated with membership in KCO.

6.14 Membership Restrictions

The following persons shall not be eligible to be a Member of the KCO:

- i. any employee of the organization;
- ii. person employed by the organization, within the two (2) years preceding application for membership;
- iii. any person employed by any union representing some or all of the employees of the organization; and/or any person who has been a party to any legal action against the organization which concluded within two (2) years of the application for membership and appointment or election to the Board of Directors



#### 6.15 Information for Members

Any Member of the organization may, with reasonable notice, and at the discretion of the Board of Directors, inspect and make extracts from or copy at their own expense any of the following documents, namely;

- (i) all By-laws and special resolutions of the organization;
- (ii) the names of the Directors of the Organization; and/or
- (iii) the minutes of all meetings of the Board, except for minutes relating to parts of Board meetings which are held in-camera; and any other information that Members may be entitled to as required by the Act.

#### 6.16. Membership Record

The Secretary of the Organization shall maintain an up-to-date record of members including date of membership application, membership approval and any other information as directly required by the Board of Directors from time-to-time.

#### 6.17 Membership Transfer

Membership in the organization is not transferable. Membership lapses and ceases upon a Member's death or when the Member no longer meets the eligibility criteria as a Member of the organization.

#### 6.18 Membership Year

The membership year of the organization shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of the year.

#### 6.19 Affiliations

The Board may, with members' approval, establish an affiliation and/or exchange memberships with any other organization or organization or unincorporated association, whose purpose, mission and principles are consistent with the purpose, mission and values of KCO.

### **ARTICLE 7: ANNUAL GENERAL MEETINGS**

#### 7.01 Purpose

The Annual General Meeting (AGM) of Members is a business meeting of the Membership of the organization for the purpose of:

- i. Receiving:
  - a. minutes of the previous annual meeting of Members,

- b. report of the unfinished business from any previous meeting of the Members of the Organization,
  - c. a presentation of the financial statements; and
  - d. any report of the Auditor.
- ii. hearing and receiving the reports and statements required by the Act, including but not limited to the report of the Auditor;
- iii. electing Directors to the Board;
- iv. appointing an Auditor for the period up until the next annual meeting of Members and fixing or authorizing the Board to fix the Auditor's remuneration;
- v. considering By-law amendments, if any; and
- vi. conducting such other or special business as may be necessary or desirable at such a meeting of the Members with prior notice of at least ten (10) days to be reflected on the agenda.

#### 7.02 Authority to Call

The Board of Directors shall have the power to call the AGM of the Members.

#### 7.03 Date, Time and Location

The AGM of the Organization shall be held each year.

The AGM shall be held at a location and at such time and place (physical or virtual) as the Board shall determine by resolution or, in the absence of such determination, at the place where the head office of the organization is located.

#### 7.04 Meeting Notice

Notice of the time, place and date of the annual meeting and of the business to be transacted shall be given to the Members at least ten (10) days before the date of the meeting; provided that any meeting of members may be held at any time and place, without notice if all the members are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Organization at annual or general meeting may transact.

Whenever notice is required to be given, such notice may be given either personally or by telephone or by facsimile or by internet transmission or by courier service or by post. A notice shall be held to be sent at the date and time that it was conveyed, transmitted or posted by the sender. For the purpose of sending notice, the address of any member shall be the last address as provided by the member for incorporation on the books of the Organization. No error or omission in giving notice of any annual meeting or special meeting or any adjourned meetings of the Members shall invalidate any resolution passed or any proceedings taken at any such meeting of Members.

#### 7.05 Meeting Attendees

The AGM shall be open to members of the organization in good standing who meet the provisions specified in Sections 6.01, 6.02, 6.04, 6.05, 6.06, 6.07 and 6.14 of these By-laws.

#### 7.06 Chair

The President of the Board shall preside as chair at the AGM, unless otherwise another chair is appointed by Special Resolution of the Members. If the President is unable to carry out this responsibility, the Vice President will assume this responsibility, or the Members of the Organization shall appoint another Officer of the Organization to chair the meeting.

#### 7.07 Quorum

One third of the regular voting members in good standing entitled to vote in person or represented by proxy shall form a quorum at the AGM or any adjournment thereof.

No business shall be transacted in the absence of a quorum, except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn. No notice shall be required of any such adjournment.

#### 7.08 Voting Procedures

Motions arising at a meeting shall be decided by a majority of votes of the Members participating in the meeting in accordance with the Act or represented by proxy. Each Member in good standing present or represented by proxy in accordance with this By-law at an annual meeting shall be entitled to one vote. Every question shall in the first instance be decided by a show of hands unless a poll is demanded by any voting Member. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 7.09 Proxy Vote

A proxy shall be executed by the Member authorized in writing in advance of the annual meeting. Upon a show of hands or a poll, a person who is appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxyholder.

The Directors may, from time to time, make regulations regarding the particulars of such proxies to be faxed, e-mailed or mailed in writing before the meeting or adjourned meeting to the Organization or to any agent of the Organization for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjournment of the meeting. Votes given in accordance with such regulations shall be valid and shall be counted. Proxies not represented by a proxyholder attending in person must be

submitted to the President forty-eight (48) hours before the meeting (excluding weekends and holidays).

#### 7.10 Polls

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the annual meeting. Polls/Voting can be either be in person/physical, online or both or as directed by the Election Board.

A poll so required or demanded shall be taken in such manner as the chair shall direct, provided however that it shall be taken without delay or adjournment. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon the taking of a poll, each Member present in-person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the Members upon the said question.

#### 7.11 Location of meetings

All KCO meetings such as Annual General Meeting (AGM), Special Members Meeting (SMM) and General Meeting (GM) and any other meeting called upon by the Board can be held virtually or in person or in a combination of both.

#### 7.12 Nomination and Election Procedures

The Board shall place before the Members the names of potential candidates for election to the Board of Directors. This exercise can be done physically or virtually.

The slate may include more than one (1) candidate for a declared vacancy.

A profile, in the form established by the Board, of each potential candidate shall be sent to the Members of the Organization a minimum of ten (10) days before the annual meeting.

There shall be no nominations from the floor at the annual meeting.

Election of the Directors shall be by secret ballot unless waived by a Special Resolution of the Members, in which case election of each Director shall be by a show of hands.

In the circumstance where the number of nominees exceeds the number of vacancies, the chair of the annual meeting shall declare the candidates receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last position, an additional vote by ballot, amongst the tied candidates, unless waived by Special Resolution of the Members (in which case the additional vote shall be by show of hands) shall be required.

#### 7.13 Adjournment

The chair of the annual meeting, with the consent of a majority of the Members present or represented by proxy at the meeting may adjourn to any time and any business may be transacted at the adjourned meeting. No notice is required of any adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

## **ARTICLE 8: GENERAL AND SPECIAL MEETINGS**

### **8.01 Annual General Meetings.**

There shall be semi-annual general meetings for all members of the Organization at such time and places as validly called by the Board.

Such meetings shall be held for the purpose of enhancing the objectives of the Organization as well as dealing with the day-to-day operations of the Organization.

### **8.02 Special Meetings.**

A special meeting is a separate meeting of the Members which may be called between annual meetings of Members, and which may be convened only to consider one or more items of business specified in the notice of the meeting.

The reason for the special meeting shall be to deal with important matters that urgently require action by the Organization. The agenda for the business transacted at the special meeting shall be limited to the item(s) specified in the call for the meeting.

The Board, the President or any 8 members upon written request to the Secretary, shall have the power to call a special meeting of members at any time.

Notice in the manner prescribed for general meetings must be given to the membership.

### **8.03 Place and notice of Meetings.**

Meetings of members of the Organization shall be held at such time and place in Canada as the Board of Directors or a general meeting of the regular voting members shall determine. Notice of the date, time and the place of the meeting shall be sent, not less than twenty-one calendar days or more than fifty calendar days before the meeting, to:

- i. Members entitled to vote at the meeting;
- ii. Auditor of the Organization and other stakeholders.

### **8.04 The President or in his/her absence the Vice President of the Organization, shall be chairperson of the meetings of members; if no such officer is present within (30) minutes from the time fixed for holding the meeting, one of the other board members shall be chairperson going in hierarchical order.**

In absence of any of the board members, the persons present and entitled to vote shall choose one person to be the chairman. If the secretary of the Organization is absent, the

chairman shall appoint some person who should be a member, to act as Secretary of the meeting. If desired, one or more attendants, who need not be a member of the board, may be appointed by a resolution or by the chairman with the consent of the meeting, to act as the secretary of that particular meeting.

- 8.05 No error or omission in giving notice of any Annual General Meeting, General Meeting or Special Meeting or any such adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat.
- 8.06 For the purpose of sending notice to any member, Director, or officer for any meeting or otherwise the address of any member, director or officer shall be that person's last address or contacts as maintained by the Secretary as recorded on the books of the Organization.
- 8.07 Any meetings of the organization or of the Board of Directors may be adjourned at any time from time to time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment, except where the period from the time of the original meeting to the proposed time of the adjourned meeting exceeds two weeks. However, information regarding any adjourned meeting shall be made available during this period to any member upon request.
- 8.08 Any regular voting member in good standing shall be entitled to vote at all Annual General Meetings, General Meetings and Special Meetings of members except as otherwise provided for in the bylaws.
- 8.09 Votes of regular members in good standing shall be given in person or virtually. However, in extreme circumstances where the member is unable to attend for understandable reasons, proxy votes on prescribed forms duly signed by the absent member, shall be accepted.
- 8.10 At all members meetings of the Organization, every question shall be decided by a simple majority of 50 percent plus one of the votes of the regular voting members present at the meeting.
- 8.11 Every question shall be decided in the first instance by a show of hands unless a regular voting member present at the meeting presents a motion for a secret ballot. A declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Organization shall be sufficient evidence of the fact, without proof of the number or proportion of votes cast.
- 8.12 In case of an equality of votes at any such Meetings, whether upon a show of hands or by secret ballot, the Chair shall cast the deciding vote.
- 8.13 Poll  
After a show of hands has been taken on any question in person or virtually, the chairman may require, or any person entitled to vote on the question may demand a poll. A poll so required or demanded shall be taken in such manner, as the chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the



poll. Upon a poll, each member present shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

## **ARTICLE 9: ELECTIONS**

9.01 The election of all officers of KCO shall take place at the Annual General Meeting. This Annual General meeting can be held in person or virtually.

9.02 Each voting member of the KCO shall be entitled to one vote.

9.03 No official shall be elected to the same office for more than two (2) consecutive terms.

9.04 The electoral commissioners headed by the Chief Returning Officer (CRO) should have been validly constituted and in place no later than the last day of the ninth month (September 30th) of the election year.

9.05 Electoral Commissioners should be notable members of the Organization who are not running for office in that year, or external community volunteers including funders or officials from other organizations.

9.06 The electoral commission shall;

1. Perform the duty of implementing electoral rules and procedures.
2. Provide to members a list of activities/events and timelines leading to the election of the Board of Directors
3. Be independent and impartial.
4. Preside over the elections and announce the names of the new board of directors.
5. Be required to address any perceived regional and gender representation.
6. Disband within 21 days after the elections are completed and any complaints have been addressed and resolved. All complaints concerning the elections have to be filed within 7 days and the commissioners' decision shall be final.

9.07 Each candidate for the KCO Board, must be nominated by at least one member and seconded by 10 other members, all of whom must be in good standing. Unless otherwise changed, the positions to be contested are:

1. President
2. Vice President
3. Secretary



4. Treasurer

5. One Community Board member

9.08 Candidates for election shall:

- i) be free of bankruptcy
- ii) be mentally sane
- iii) not be convicted of a felony by Canadian law
- iv) be willing to be bonded by the Organization
- v) should not engage in activities or work with organizations that will undermine the interests and the well being of KCO
- vi) should meet all other eligibility requirements as stipulated in the KCO by laws

9.09 Further/additional rules and procedures regarding elections and referenda are contained in annexed "Elections and Referenda Bylaws of KCO"

## **ARTICLE 10: BOARD OF DIRECTORS**

### **PREAMBLE**

ONCA states “subject to this Act, the directors of a corporation shall manage or supervise the management of the activities and affairs of the corporation”.

10.01 a) A Board of Directors shall manage the affairs of KCO and shall have and exercise all the powers of the Organization. Thus, it may prescribe such rules and regulations relating to the management and operations of the organization as they deem necessary, and such rules and regulations shall have force and effect unless rescinded at a General Meeting in accordance with the by-laws of KCO.

B) The minimum number of directors shall be 3 and maximum number of directors shall be 9

#### 10.02 Composition of the Board

The Board shall be composed of Six (6) members of whom three (3) members shall constitute a quorum at a KCO board meeting.

The six members shall be the President, Vice President, Secretary, Treasurer, 1 Board member and the immediate former President of KCO.

#### 10.03 KCO Board election candidate eligibility

- a) Any voting member of KCO may stand for election to the Board of Directors provided that he/she is a regular voting member in good standing and has been actively involved and participated in KCO activities for a period of at least one year;
- b) The composition of the Board will strive to reflect a balance of skills, expertise, perspectives, gender, diversity and geographic areas served by KCO, and any requirements pursuant to e.g., any funding agreements;

#### 10.04 The candidate for President and Vice President of KCO should possess all of the below:

- a) Should be a paid LIFE member to ensure the continuity of KCO;
- b) Should have a minimum of a Bachelor's degree or equivalent;
- c) Should have a minimum of 3 years of professional work or business/entrepreneurial experience in Canada;
- d) Should be familiar with KCO aspirations;
- e) Should not engage in activities or work with organizations that will undermine the well-being of KCO;
- f) Should have been actively involved and participated in KCO activities for a period of at least two years;
- g) Should have and demonstrate and have commitment, good-will and interest of KCO at

heart;

- h) Should be financially sound, in good fiduciary standing and free from bankruptcy;
- i) Demonstrable Commitment in supporting and building KCO visibility and capacity.

#### 10.05 Term of Office

- a) Each director shall be elected to hold office for three years.
- b) A Director shall not serve as a Director for more than two 3-year terms.
- c) Nothing herein shall prevent a Director who has been elected or appointed to fill a vacancy from serving two (2) year terms subsequent to the completion of the balance of the term to which the Director was elected or appointed pursuant to Section 10.09.

#### 10.06 Non-Performing and Dysfunctional Board

In the event the board abrogates its duties and responsibilities, or the total number of board directors falls below two (2) by way of mass resignations, then the KCO members have a right to recall the board under the provisions of section 8.02 of the Special Meeting of Members.

#### 10.07 Secret Ballot

The election of members of the Board of Directors at an Annual General Meeting shall be by secret balloting and can be done virtually or in person.

#### 10.08 Handing Over of the office

- a) Upon the declaration of results and resolution of any election disputes, the outgoing Office bearers shall begin the handing over process to ensure a smooth and effective transition to the new office bearers.
- b) All KCO passwords, electronic forums, documents and all other material should be handed over latest by three months from the AGM and the outgoing office bearers should report this to members that effective hand over has been done.

#### 10.09 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) If a receiving order is made against him/her or if he/she makes an assignment under the Bankruptcy Act.
- b) If an order is made declaring him/her to be mentally incompetent or incapable of managing his/her affairs.
- c) Upon death.

- d) If by notice in writing to the secretary of the organization he/she resigns office.
- e) If any Director misses three (3) consecutive board meetings without reasonable excuse.
- f) If convicted of a felony by Canadian Law.

10.10 Directors will not receive any remuneration for their services, although they may be reimbursed for out-of-pocket expenses incurred while attending meetings or conferences or working on a project on behalf of the Organization.

10.11 The Board of Directors may from time to time authorize the employment of such persons, as they deem necessary to carry out the objectives of the Organization. Such persons shall have authority and shall perform such duties as from time to time may be prescribed by the Board according to by-laws of KCO.

#### 10.12 Director Meeting Attendance

Directors shall attend, in-person or by electronic means, a minimum of seventy percent (70%) of the Board meetings within a twelve (12) month period.

The President shall periodically review the attendance record of each member of the Board of Directors and consult any Director who does not comply with attendance expectations to determine if they still wish to serve as a Director.

A Director who fails to meet the attendance requirement without the approval of the Board excusing such absence may, by resolution, be removed from the Board before the expiration of their term for not properly discharging their responsibilities.

The Board may excuse a director from complying with such attendance requirements in extraordinary circumstances, which excusal must be approved in a resolution of the Board that is documented in the meeting minutes.

#### 10.13 Removal of Director

A Board member can be removed before the expiration of his/her term of office for cause by resolution passed by a two third majority vote cast at a duly constituted special members meeting.

Another voting member in good standing can be elected as replacement for the remainder of the term of office of the expelled Board member.

#### 10.14 Calling of Meetings

Meetings of the board shall be held from time to time at the request of the board or president or any two directors. Notice of the time and place of every meeting shall be given to each director not less than fourteen business (14) days (excluding Saturday,

Sundays and Official Holidays), unless it is an emergency meeting or if all directors are present and consent to such a meeting being held.

### 1. First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected, and no later than 30 days after assuming office.

### 2. Regular Meeting

The board may appoint a day or days in any month or months for regular meetings at a place and time to be named. A copy of any resolution of the board fixing the place, day and time of regular meeting of the board shall be sent to each director after being passed. Additional notice will be sent 14 business days prior to the meeting and to reconfirm meeting date, venue and agenda.

### 3. Place of Meeting

Meetings of the board shall be held at the Head Office of the Organization or at any other conveniently located and agreeable address or virtually.

## 10.15 Conflict of Interest

Members of the board of directors or their immediate family (same household) shall not enter into any business arrangement in which their interest directly or indirectly is in conflict with that of the Organization; except on a written and competitive sealed quotation basis.

Any Director of KCO who has a Conflict of Interest shall disclose Conflict of Interest prior to the discussion of any matters giving rise to Conflict of Interest and in accordance with the requirements of the ONCA Act.

Any Director who has a Conflict of Interest shall not attend or participate in, any part of a Board of Directors meeting during which the subject matter giving rise to the Conflict of Interest is discussed and shall not vote on any resolution regarding the Conflict of Interest unless otherwise specifically permitted by the Act and other applicable law.

Every disclosure of any conflict of interest, real, potential or perceived shall be recorded in the minutes of the meeting of the Board of Directors. Directors are required to sign a Disclosure of Conflict of Interest, as approved by the Board from time-to-time, upon their election/appointment.

The President or any committee of the board shall request a board member who has declared an interest in business or other financial arrangements with the Organization which being discussed to absent him/herself during the discussion of and vote upon the matter. This action shall be duly recorded in the Board minutes.

#### 10.16 Declaration of Interest

It shall be the duty of every director of the Organization who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Organization, to declare such interest to the extent, in the manner and at the time required by the *Ontario Not-for-Profit Corporations Act*, in regards to conflict of interest, and to refrain from voting in respect of contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Corporations Act.

#### 10.17 Confidentiality

Directors shall maintain the business of KCO confidential, during and following their departure from the Board including: all matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of any confidential information or materials could adversely affect the interests of the Organization. Directors are required to sign a Confidentiality Agreement upon their appointment or election as approved by the Board from time-to-time.

#### 10.18 Board Meeting Status

The meetings of the Board shall be open to the regular members of KCO, except in circumstances where an in-camera session of the Board is warranted.

The guidelines for open Board meetings and in-camera sessions of the Board are specified in the Governance Policies and Procedures of the Organization.

#### 10.19 Electronic Participation

Directors may participate in a meeting of the Board of Directors by electronic means.

#### 10.20 Quorum

A majority of the Directors shall constitute a quorum at any meeting of the Board in accordance with Article 10.02. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn.

#### 10.21 Meeting Minutes

The minutes of each Board meeting shall be sent to the Directors a minimum of seven (7) days prior to the next Board meeting. The Directors will review and approve the meeting minutes at a duly constituted following Board meeting and once approved, copies shall be made available to the members, upon request.

## **ARTICLE 11: OFFICERS, DUTIES AND POWERS**

### **11.01 Past President.**

The immediate past president shall have the full rights and privileges of a board member including the right to vote. Unless otherwise determined by resolution of the board, the office of the past president shall automatically be filled, immediately after the election of a new president, by the person who held the office of the president or acted in similar capacity immediately preceding such election. The term of such office shall be until the next elections.

In case of resignation or absence of a past President, the past Vice President will run on an interim basis until an election is called.

### **11.2 Duties and Powers of the Officers**

All Officers shall sign such Contracts, and other documents and instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respective as may be assigned to them from time to time by the Board.

The duties of the Officers of the Organization shall include:

(i) **The President:**

The President shall preside, when present, as chair at all meetings of the Board and at all meetings of the Members of the organization, unless another chair is appointed by the majority of the Members at a meeting of the Members, on behalf of the organization. The President shall sign all Contracts and other documents and instruments that require their signature. Within the authority delegated by the Board, the President shall represent and/or act on behalf of the organization. The President ensures that all standing committees prepare reports for submissions to the board of directors of KCO. The President shall see to it that all resolutions of the Board are carried into effect. The President shall be an ex-officio member of all Committees of the Board. The President shall follow up on any issues of attendance and/or conduct with individual Directors.

(ii) **The Vice President:**

The Vice President shall represent the President in case of absence or by delegated authority from the President. The vice President shall perform any other duties assigned by the President.

(iii) **The Secretary:**

The Secretary shall be custodian of the records of the business transacted at meetings and record or ensure the accurate recording of all facts and minutes of all Board meetings, and any Committee proceedings which the Board requires be recorded in the organization's books kept for the purpose. The Secretary shall ensure all notices for meetings or otherwise required to be given to



Directors, and for meetings of Members when directed to do so, the Secretary shall ensure that any Corporate Seal and all books, papers, records, etc., belonging to the organization are properly maintained in a secure location on site at the head office of the Organization.

(iv) The Treasurer:

The Treasurer shall ensure the requisite books of account and account records are maintained. The Treasurer may facilitate a process with the Board of Directors as a committee of the whole in considering financial matters, or as chair of any designated Budget and Finance Committee established by the Board, in either case the responsibilities would include but are not limited to: monitoring the annual and projected financial position of the organization; reviewing the internal controls of the organization; reviewing the outcomes of the annual audit and any recommendations in the Management Letter of the Auditor; evaluating the performance of the Auditor; reviewing any service contracts of funders; and making any recommendations to the Board regarding stability, viability and financial risk.

## **ARTICLE 12: COMMITTEES AND COMMISSIONS**

12.01 There shall be the following standing committees:

- a) Budget/Finance Committee
- b) Event & Social Committee
- c) Women's Committee
- d) Membership Committee

12.02 The Board shall appoint ad hoc committees as required.

12.03 The composition of committees shall, where necessary and appropriate, consist of at least one representative from the board representatives from the general membership and any other resource persons that will enhance the work of the committee

12.04 All committees shall have Board approved Terms of Reference.

12.05 The Board shall determine the frequency of meetings and action plans of each committee.

12.06 All committees must submit reports to the board for approval.

## **ARTICLE 13: SPECIAL (AD HOC) COMMITTEES**

13.01 The Board of Directors may, at any time, appoint or request the membership to elect one or more of the Directors and or general voting members to constitute members of special committees of the Board.

- 13.02 The special committees may meet at stated times on notice sent to all of their members by The Secretary.
- 13.03 The Board may delegate to special Board committees' authority to exercise such powers as the Board may decide.
- 13.04 At any time and with the consultation of the Board of Directors, any group of three or more KCO members may form a working ad hoc committee in order to pursue a particular objective, which lies within the mandate of the Organization. Such committees will be seen as duly mandated by the Board of Directors and subject to the provisions of the bylaws of the Organization.

## **ARTICLE 14**

### **BOARD MEETINGS**

- 14.01 Three (3) directors or one-third of total number of Directors of the board whichever is higher shall constitute a quorum for the purpose of legitimizing the decisions of the Board in accordance with Article 10.02
- 14.02 The Board of Directors may hold its meeting at such place or places within Ontario and Canada as it may from time to time be determined. The secretary sends out any such formal notices for meetings.
- 14.03 Any three (3) Directors may formally demand board meetings. Notice of such meetings shall be given to each Director by the Secretary not less than fourteen business days or two weeks before the meeting is to take place.
- 14.04 The Directors may consider or transact any business either special or general at any meeting of the Board.
- 14.05 Questions arising at any meeting of the Directors shall be dealt with on a consensus basis and failing that, by a majority vote. Each director shall be entitled to one vote. In case of a tie, the motion fails to carry unless in which case the Chair shall have a casting vote to break tie. All votes at any Directors' meetings shall be taken by secret ballot if so moved and approved by Directors' present, but if no motion is made, the votes shall be taken by show of hands
- 14.06 No proxy votes will be allowed at Board meetings.
- 14.07 A declaration by the President that the motion has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of votes recorded.
- 14.08 In the absence of the President, the Vice President or any other Director of the Board may be appointed to perform the duties of President.
- 14.09 The Board of Directors shall meet at least four times a year in addition to any Board

meetings held at or around the time of the Annual General Meeting of the Organization

#### 14.10 Notice of Emergency Board Meetings

An emergency meeting of the Board may be called on twenty-four (24) hours' notice by the President or by any three (3) Directors to discuss an urgent matter or incident. The business conducted at the emergency meeting shall be limited to the urgent matter or incident, unless the Board confirms otherwise.

### **ARTICLE 15: NOTICE**

#### 15.01 Method of giving notices:

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the act the letters patent or the by-laws or otherwise to a member, director, officer or the auditor of the Organization shall be sufficiently given if delivered to his/her last address as recorded in the books of the Organization, or mailed by prepaid mail or airmail addressed to him at his/her last address as recorded in the books of the Organization, or if sent to him/her said address by any means transmitted or recorded communication. The secretary may change the address on the Organization's books of any member, director, officer or auditor of the Organization in accordance with any information believed by him to be true and reliable based on information submitted by said member. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

#### 15.02 Computation of time:

In computing the date when the notice must be given under any provision requiring a specified number of days, such as of any meeting or other event, the date of giving the notice shall be excluded and date of the meeting or other event shall be included.

#### 15.03 Omissions and errors:

The accidental omission to give any notice to any member, director, officer or the auditor of the Organization or non-receipt of any notice by any member, director, officer or the auditor of the Organization or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### 15.04 Waiver of notice:

Any member, director, officer or auditor of the Organization may waive any notice

required to be given to him/her under any provision of the Act or letters patent or the by-laws of the Organization, and such waiver, whether given before or after the meeting or other event of which notice required to be given, shall cure any default in giving such notice.

## **ARTICLE 16: AMENDMENTS**

- 16.01 Any or all provisions of this By-law may be amended, repealed, or replaced by Special Resolution of the Members at an annual or special meeting. Amendments to the by-laws of KCO may be proposed by a motion of the Board of Directors or by a submission from any regular voting member KCO registered with the Secretary of KCO.
- 16.02 The Secretary must send a written notice of proposed amendments to all regular voting members at least thirty days prior to the Special Members Meeting or Annual General Meeting. A two thirds majority of regular voting members present at the Annual General Meeting or Special Members Meeting is required to amend the bylaws.
- 16.03 As more specifically provided for in the Act, By-law amendments or other changes shall only be effective upon ratification by Special Resolution of the Members at the annual or special meeting of the Members.

## **ARTICLE 17: AUDITORS**

- 17.01 A Firm of Auditors appointed by the Annual General Meeting shall audit the books of accounts and financial records of the treasurer of KCO at least once each year.
- 17.02 A complete and proper financial statement of the financial standing of KCO during the previous year shall be submitted by the Treasurer and the Firm of Auditor at each Annual General Meeting of KCO for approval.

## **ARTICLE 18: PROTECTION OF DIRECTORS**

- 18.01 The individual members of the Board of Directors and officers of the KCO, their heirs, executors and administrators shall be indemnified and saved harmless out of the assets of the KCO from and against all actions, costs, losses and damages, which they, their heirs, executors or administrators incur or sustain by reasons of act done, concurred in or omitted in the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain through their own willful neglect or default respectively.

## **ARTICLE 19: INDEMNITIES**

19.01 Every Board of Director or officer of KCO, and every member of a KCO committee ("member" in this section) established by these by-laws or by the Board of Directors, or under practices approved under these by-laws, and his or her respective heirs and legal representatives, shall from time to time and at all times, both while a Director or officer or member, and after ceasing to be a Director or officer or member, be indemnified and saved harmless out of the funds of KCO from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or officer or member in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against the Director or officer or member for or in respect of any act, deed, matter or thing whatsoever made, done or committed or permitted by the Director or officer or member in or about or in respect of the duties of the Director or officer or member, if:

- (a) the Director or officer or member acted honestly and in good faith in the matter with a view to the best interests of KCO; and,
- (b) the costs, charges, damages, liabilities fines, penalties, legal fees and expenses incurred by the Director or officer or member were not occasioned by his or her own willful neglect or default.

Furthermore:

19.02 The Directors of the KCO are authorized to cause the KCO to pay indemnities to any Director, officer or any person who has undertaken or is about to undertake any liability on behalf of KCO. Any action taken by the Directors under this paragraph shall not require the approval or confirmation of the members of KCO.

19.03 No Director or officer of KCO shall be liable for the acts or neglects of any other director or officer or employee or for not joining in any act for conformity in any loss, damage or expense happening to the Organization through insufficiency of title to any property acquired by order of the Board of Directors for or on behalf of the KCO or for the insufficiency of any security in which funds of KCO shall be invested or for any loss or damage arising from insolvency or tortuous act of any person or organization with whom or which any monies, securities, or effects shall be lodged for loss or damage whatever which may happen in the execution of the duties of his or her respective office or trust or in reason thereto unless the same shall happen by or through his or her own willful acts or defaults.

## **ARTICLE 20: DISSOLUTION**

- 20.01 The work of the KCO will be carried on with no gain to its members and officers and incomes generated by its activities will be used solely in the pursuit of the objectives of the KCO.
- 20.02 For the purpose of carrying out its objectives, KCO may borrow, raise or secure payment of monies in such a manner as it sees fit subject to prescribed limitations set out by the Board of Directors policies and to specifications outlined in the by-laws of the KCO.
- 20.03 The Board of Directors shall present a motion for the dissolution of KCO, to the General members. For the motion to be carried, it shall require a 2/3 majority of the regular voting members present at the meeting.
- 20.04 In the event of dissolution of KCO, all assets remaining after payment of Liabilities shall be distributed to one or more charitable Organizations with similar Objectives as the KCO. The motion for dissolution presented by the Board of Directors to the General Meeting shall contain a clause that reflects this Disposition of the By-laws and by-laws of KCO.

## **ARTICLE 21: CONFLICT RESOLUTION**

### **21.01 Board of Directors and Management**

Any dispute arising between Board of Directors or between Board of Directors and management, and any dispute concerning the operations or withdrawal of recognition of other community-based groups, which cannot be resolved through the use of appropriate dispute resolution methods and approaches shall be referred to a community Council of Elders or ultimately to a mutually agreed upon mediator.

### **21.02 Members**

Whenever a dispute arises that concerns the rights or duties of members under these by-laws, or under practices approved under these by-laws, or whenever an issue arises that could result in an adverse decision affecting the membership status of a member, an applicant for membership, a Director or an Officer, a reasonable attempt shall be made to resolve the issue through the use of appropriate dispute resolution methods. Where these methods do not resolve the dispute or issue, and if the person affected is entitled under these by-laws to a fair hearing before an adverse decision is made, the person shall be so informed of that entitlement.

Where the person requests to be heard by the Council of Elders or a body authorized under these by laws to decide the matter, the Council of Elders or deciding body may



either hear the matter in the first instance or appoint an independent third party/mediator to hear the matter and to present a report and recommendations to the Council of Elders or deciding body. In every case, the person affected shall be given a reasonable opportunity to make a presentation to the Council of Elders or address the deciding body, either in writing or in person, at the discretion of the deciding body, before an adverse decision is made by that body

#### 21.03 Election and Referenda Disputes

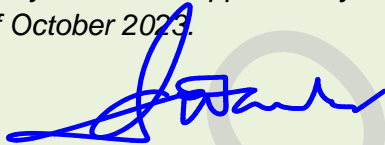
Where a member is guilty of a serious contravention of election bylaws, the C.R.O. can take corrective actions as per elections bylaws. The C.R.O. may also recommend that the issue be referred to the election conflict resolution committee, made up of at least 5 KCO members, one of whom will be a former board member not currently running for election.

Any member shall be entitled to appeal a ruling of the C.R.O. to the election conflict resolution committee. However, no appeal shall be considered by the election conflict resolution board unless it is received within twenty-Four (24) working hours of the C.R.O.'s ruling being posted.

Where a complete appeal is received, the election conflict resolution committee shall convene a hearing within twenty-Four (24) working hours of the appeal being submitted and, either rule on all appeals; or order a delay to the Election, Referenda results.

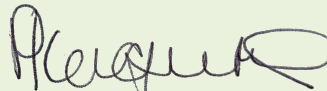
No appeal shall exist from a ruling of the election conflict resolution committee on an appeal of a ruling by the C.R.O.

*These By-laws were approved by the Members of the Corporation and are hereby enacted this 28th day of October 2023.*



Dr. Charles Wambulwa

President,  
Board of Directors



Ms. Phoebe Kagumba-Sibanda

Secretary,  
Board of Directors



## **ATTACHMENT 1:**

### **CODE OF CONDUCT**

Every member of KCO shall:

1. Abide by the provisions of these by-laws;
2. Actively participate in the activities of KCO;
3. Promote unity and understanding among KCO members
4. Refrain from and report any vicious activities and destructive criticism, which may foster disunity
5. Refrain from using obscene or vulgar language during any proceedings of KCO;
6. Refrain from writing any obscene or vulgar language on KCO electronic forums;
6. Free from the influence of intoxicants while conducting the affairs of KCO;
7. Speak in non-provocative manner towards other members of KCO;
8. Address the Chair during proceedings at all times;
9. Any breach of the above provisions may result in one of the following disciplinary measures:
  - Rebuke by the Chair and denial from participation in proceedings for the rest of the meeting
  - Removal from meeting room or electronic meeting forum;
  - Suspension of membership in the Organization;
  - Removal or ban from holding office;
  - Imposition of a punitive fine.

**ATTACHMENT 2:  
THE OATH OF OFFICE**

I -----, do solemnly swear and affirm that I shall sincerely serve Kenyan Community in Ontario and I promise to do my best to defend this by-laws and any amendment thereof and shall carry out my responsibilities faithfully, diligently and in accordance with its provisions and aspirations of the by-laws.

Signed by the member and sealed with the seal of Kenyan Community in Ontario on this --  
----- day of -----, 20--

Signature of Member

### ATTACHMENT 3: PROXY VOTE

. A proxy may be in the following form:

*The undersigned Member of the Kenya Community in Ontario hereby appoints .....  
(First and second names) of \_\_\_\_\_, or, failing the person appointed above, \_\_\_\_\_ of  
\_\_\_\_\_, as proxy of the undersigned to attend and act at the [annual] [special] meeting of  
the Members of the organization, to be held on \_\_\_\_\_, and at any adjournment or  
adjournments thereof in the same manner, to the same extent and with the same  
power, as if the undersigned were present at the said meeting or such adjournment or  
adjournments thereof.*

*Dated this \_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_.*

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*Signature of Member*