

ONTARIO NON-PROFIT CORPORATION

BY-LAW NO. 2

for

NIGERIAN ASSOCIATION LONDON AND AREA (THE ASSOCIATION)

(herein after referred to as the “Association”)

ARTICLE 1

NAME, PURPOSES AND TERRITORY

- 1.1 **Name** - The name of the Association shall be Nigerian Association London and Area, an Ontario not-for-profit corporation.
- 1.2 **Purposes** - The Association is organized for the purpose of promoting the interests of individuals of Nigerian heritage in London and Area, as more particularly described in its Letters Patent. The Association's Executive Council may promote cooperative relationship with other groups, institutions, or entities that further The Association's purposes in accordance with policies and procedures adopted by the Executive Council.
- 1.3 **Offices** - The Association shall have and continuously maintain a registered office within the Province of Ontario (City of London), as the Association’s Executive Council may determine.
- 1.4 **Rules** - No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Advisory Board members, Executive Council members, other officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for herein.

ARTICLE 2

DEFINITIONS

- 2.1 **Definitions** – in this By-law, unless the context otherwise specifies or requires:
 - (a) **“Act”** means the Corporations Act, R.S.O. 1990, Chap. c38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.
 - (b) **“Board”** means the Advisory Board of the Association.
 - (c) **“By-law”** means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect:

- (d) **“The Executive Council”** shall be a body elected by the Members at a duly convened Annual General Meeting scheduled for election of officers of the Association pursuant to this By-law or at a properly conducted by-election to fill a vacancy.
- (e) **“London and Area”**
- i London = London, Ontario.
 - ii Area = Within a 60km radius of London City.
 - iii Exceptions are towns with existing Nigerian Associations.
- (f) **“Resident Member”** means an individual who is of Nigerian heritage; is a naturalized Nigerian or is a spouse, child or grandchild of an individual who is of Nigerian Heritage or who is a naturalized Nigerian and whose application for admission as a member has received the approval of the Executive Council. Such a person must be resident within London and Area.
- (g) **“Non-Resident Member”** means an individual who is of Nigerian heritage; is a naturalized Nigerian or is a spouse, child or grandchild of an individual who is of Nigerian Heritage or who is a naturalized Nigerian who resides outside London and Area and whose application for admission as a member has received the approval of the Executive Council. Only people resident outside a 60km radius of London City can be considered for Non-Resident Membership. Non-Resident members are allowed to be financial members and will enjoy the commensurate benefits. However, they will only be allowed to vote but cannot be voted into the Executive Council.
- (h) **“Honorary Member”** means any corporation, organization, or distinguished member of the Canadian society who has demonstrated commendable support for the Association and the promotion of its mission and objectives and who has been recommended for honorary membership by the Executive Council.
- (i) **“Letters Patent”** means the Letters Patent and any Supplementary Letters Patent of the Association.
- (j) **“Meeting of Members”** includes an annual meeting of members or a special meeting of members.
- (k) **“Ordinary resolution”** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast by financially up to date members on that resolution.
- (l) **“Regulations”** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
- (m) **“Special meeting of members”** includes a meeting of any class of (or) classes of members and (or) a special meeting of all members entitled to vote. at an annual meeting of members.
- (n) **“Special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by financially up to date members on that resolution.

- (o) **"Spouse"** shall have the same meaning as that given to the term under the Part III Family Law Act R.S.O. 1990, Chapter F.3.

2.2 **Interpretation** – This By-law shall be, unless the context otherwise requires, construed, and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Association, and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations.
- (b) words importing the singular number only shall include the plural and vice versa, and the word "person" shall include corporations, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 3

REGISTERED OFFICE

- 3.1 **Registered Office** - The registered office of the Association shall be in the place where the letters Patent provide, subject to change by special resolution.

ARTICLE 4

SEAL

- 4.1 **Seal** - The seal of the Association, if any, may be approved by resolution of the Executive Council.

ARTICLE 5

MEMBERSHIP

- 5.1 **Membership** - The membership of the Association shall be composed of Resident Members, Non-Resident Members and Honorary Members, and such additional categories as may be established by the Association from time to time. The Executive Council may also pass membership policies, providing among other things, for the admission of members by the General Secretary of the Association. Each member shall be promptly informed by the Association of their admission as a member.

The annual dues or fees payable by members shall from time to time be fixed by the

Executive Council. The Financial Secretary of the Association shall notify the members of the dues or fees at any time payable by them.

- 5.2 **Cancellation or Refusal of Membership** – The Executive Council may cancel the membership of or refuse membership to any individual whose actions are contrary and harmful to the objectives and policies of the Association. The Executive Council shall notify the individual in writing that his or her membership has been cancelled or refused. The individual shall have thirty (30) days to appeal the cancellation of or refusal of membership, in writing, to the Executive Council for consideration.
- 5.3 **Termination of Membership** – The interest of a member in the Association is not transferable and lapses:
- (a) upon death of the member,
 - (b) when the member submits a written resignation delivered to the General Secretary of the Association,
 - (c) as otherwise provided in these By-laws.
- 5.12 **Membership Register** – A membership register of the Association should be established for effective administration of the Association.

ARTICLE 6

MEETINGS OF MEMBERS

- 6.1 **Time and Place of Annual General Meeting** – Subject to compliance with Section 293 of the Act, the annual general meeting of the members shall be held on such day in each year and at such time and place as the Executive Council may by resolution determine, provided that the annual general meeting shall be held within three (3) months of the financial year end of the Association. On proper notice, the members may consider and transact any business, ether special or general, at any meeting of the members.
- 6.2 **Annual General Meetings** – At every annual general meeting, in addition to any other business that may be transacted, the report of the Executive Council, the financial statements and the report of the auditors shall be presented. New Executive Council members shall be elected for the next tenure where applicable and auditors shall be appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of members. Non-members may be invited to attend the annual general meeting as guests of the Association at the discretion of the chairperson of the meeting, but they shall have no voting rights at the meeting. The chairperson of the meeting may declare certain businesses of the Association to be of such a confidential nature that it requires that such businesses be addressed during an in-camera session of the meeting. In that event, any guests present at the meeting will be asked to leave for the in-camera portion of the meeting.
- 6.3 **Special General Meetings** – Other meetings of the members may be convened by order of the President or Vice-President or by the other Executive Council members at any date

and time and such meetings shall be held at a place as determined by the Executive Council. The Executive Council shall call a special general meeting of members on a written requisition of not less than 10% of the members.

- 6.4 **Notice** - Twenty-one (21) days' written notice shall be given in the manner specified in paragraph 16.1 to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a voting member to form a reasoned judgment on the decision to be taken.
- 6.5 **Waiver of Notice** – A member may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 6.6 **Error or Omission in Giving Notice** – No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Association shall invalidate any resolution passed or any proceedings taken at any meeting of members.
- 6.7 **Quorum** – A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act, Letters Patent, or these By-laws) shall be twenty (20) members present. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph Article 16.1 with regard to notice shall apply to such adjournment.
- 6.8 **Chairperson of the Meeting** – The chairperson of any meeting of members shall be the President or, in his or her absence, the Vice-President. In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another Executive Council member as chairperson of the meeting and if no Executive Council member is present or if all the Executive Council members present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chairperson.
- 6.9 **Adjournment** – The chairperson of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no statutory notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 6.10 **Voting of Members** – Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a simple majority of votes unless otherwise specifically provided by the Act or by these by-laws. In the case of an equality of votes the chairperson of the meeting shall, both on a show of hands and at a poll, have

a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No member shall be entitled to vote at meetings of members of the Association unless the member has paid all membership fees, if any, then payable by the member. A member will be considered to be in good standing if he or she has renewed his or her membership prior to its expiry.

At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Executive Council members, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

- 6.11 **Resolutions in Lieu of Meeting** – A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members, or committees of members, is as valid as if it had been passed at a meeting of members or committees of members.
- 6.12 **Electronic Participation** – If all the members of the Association consent, all meetings of the Association may be held by means of telephone, electronic or other communication facilities that permit all persons participating in the meeting to hear each other simultaneously. Any member participating in such meetings is deemed to be present at that meeting. Members should be made aware that the proceedings of the meetings may be recorded for future reference.

ARTICLE 7

ADVISORY BOARD

- 7.1 The Advisory Board is to be made up of the last three (3) Past Presidents. Elders may be added if up to three (3) Past Presidents are not available. The roles of the Advisory Board should be advisory and observatory. The Advisory Board can request to attend Executive Council meetings as observers. Members of the Executive Council can be invited to Advisory Board meetings, if necessary.

ARTICLE 8

THE EXECUTIVE COUNCIL

- 8.1 **Composition and Duties** – The affairs of the Association shall be managed by an Executive Council. The Executive Council shall comprise of the following officers:

- (i) President
- (ii) Vice-President
- (iii) General Secretary
- (iv) Financial Secretary
- (v) Publicity Secretary
- (vi) Social Secretary
- (vii) Students' Liaison Officer (Colleges)
- (viii) Students' Liaison Officer (Universities)
- (ix) Officer-at-Large (A member of the immediate past Executive Council)

The duties of the members of the Executive Council shall include:

- (i) **President** - Shall be the chief executive officer of the Association unless otherwise determined by resolution of the Executive Council. The President shall be vested with and may exercise all of the powers to perform all of the duties of a chairperson of the Executive Council. The President shall see that all orders and resolutions of the Executive Council and other Committees are carried into effect and shall be an ex-officio member of all committees.
- (ii) **Vice-President** - Shall oversee and monitor the plans and activities of any committee constituted by the Executive Council. The Vice-President shall in the event of the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such duties as shall from time to time be delegated to him or her by the Executive Council or by the President.
- (iii) **General Secretary** – Shall attend all the Executive Council meetings and the general meetings and act as clerk thereat, record all votes and minutes thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The General Secretary or a designate shall give, or cause to be given, notices of all general meetings and the Executive Council meetings.
- (iv) **Financial Secretary** – Shall be responsible for the care and custody of the funds and securities of the Association and shall ensure the keeping of full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Association in full books belonging to the Association. He or she, or his or her designate, shall be responsible for the deposit of all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or, trust company or, in the case of securities, with such registered dealer in securities as may be designated by the Executive Council and shall provide to the Executive Council a detailed monthly accounting of the financial position of the Association. The Financial Secretary or his or her designate shall be the chairperson of the Finance Committee if one is appointed. The Financial Secretary shall perform such other duties as may from time to time be directed by the Executive Council or by the President.
- (v) **Publicity Secretary** - Shall be responsible for promoting the Association and the

issuing of all press releases, notices and other information to the appropriate media. The Publicity Secretary shall, under authority of the President, represent the Association at any external function at which the Association has been formally invited or where the Association's presence is required. For each of such functions attended, the Publicity Secretary shall provide a formal report to the Executive, and subsequently to Members at the next general meeting. The Publicity Secretary shall present a written report of his prior year activities at the Annual General Meeting including, without limitation, attendance at any functions or events on behalf of the Association. The Publicity Secretary shall be responsible for all promotional materials and shall be accountable for such property. The Publicity Secretary shall be the liaison between this Association and other organizations in London and Area or any of the Association's Affiliates.

- (vi) **Social Secretary** - Shall be responsible for the social programming of the Association and shall advise the Executive Council or any other committee set up to arrange social activities or projects. Organize activities to ensure Nigerian participation at appropriate cultural festivals or exhibitions in London and Area. Support, consult and cooperate with the President, the Executive Council, the Social Committee and other relevant committees to ensure the smooth organization and success of all the Association's social activities. The Social Secretary shall also be the chairperson of the Social Committee.
- (vii) **Students' Liaison Officer (Colleges)** – Shall act as the key facilitator for effective communication between the association and Nigerian students in colleges located within London and area. The officer is responsible for promoting relevant events and activities of the association to Nigerian students in those colleges; promoting relevant events and activities of Nigerian students in those colleges to the association and its members; and bringing to the notice of the executives of the association the areas in which the association can be of assistance to Nigerian students in those colleges.
- (viii) **Students' Liaison Officer (Universities)** – Shall act as the key facilitator for effective communication between the association and Nigerian students in universities located within London and area. The officer is responsible for promoting relevant events and activities of the association to Nigerian students in those universities; promoting relevant events and activities of Nigerian students in those universities to the association and its members; and bringing to the notice of the executives of the association the areas in which the association can be of assistance to Nigerian students in those universities.
- (ix) **Officer-at-Large** - Shall be the immediate past President or any other member of the immediate past Executive Council. Shall attend the Executive Council meetings and provide advice where and when necessary. The Officer-at-Large shall perform such other duties as may from time to time be directed by the Executive Council or by the President.

- 8.2 **Qualifications** – Every Executive Council member shall be eighteen (18) or more years of age and shall be a financially up-to-date Resident Member of the Association. He or she shall have no Criminal Code conviction, and no undischarged bankruptcy.
- 8.3 **Election and Term** – The term of an Executive Council shall be two (2) years. Unless otherwise provided in the By-laws, Executive Council members shall be elected by the members of the Association into positions within the Executive Council at the annual general meeting of Association. The Executive Council’s term of office shall, subject to the provisions if any of the Letters Patent, be from the date of the meeting at which they are elected or appointed, until their successors are elected or appointed. An Executive Council member may serve up to a maximum of two (2) consecutive terms (making a maximum of four (4) years. Such a member may be eligible again, only after a break of at least two (2) years.
- 8.4 **Procedure for Election of Executive Council members** – An ad hoc election committee shall be set up one (1) month before the election and the election register shall close two (2) weeks to the election. The ad hoc committee is selected by the General House – The Election Committee Chairman is not necessarily a past president and is not selected by the President or the Executive Council. To be eligible for election as an Executive Council member of the Association, candidates must first be nominated and seconded by financially up-to-date members and must have agreed to stand for election. The Executive Council members shall be elected by secret ballot of financially up-to-date members present at the Annual General Meeting. Failing a majority to elect on any ballot, the candidate with the least votes shall be eliminated from succeeding ballots until a candidate achieves a majority vote. Notwithstanding this provision contained herein, the Association’s election guidelines shall govern the election and term of the Association’s Executive Council. The President shall chair the annual general meeting of members or special meeting of members convened for the purpose of electing officers, up to the point where the electoral committee takes over the election proceedings.
- 8.5 **Vacancies** – The office of an Executive Council member shall automatically be vacated:
- (a) if the Executive Council member ceases to be a member of the Association,
 - (b) if the Executive Council member is found to be incapable of managing the Association’s property,
 - (c) if the Executive Council member misses three (3) consecutive meetings of the Executive Council without a cogent explanation, unless the Executive Council determines by resolution otherwise,
 - (d) if the Executive Council member by notice in writing to the President of the Association resigns from his or her position as an Executive Council member,
 - (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the Executive Council member before the expiration of the Executive Council member’s term of office; or

(f) if the Executive Council member is deceased.

8.6 **Filling Vacancies** – A vacancy occurring in the Executive Council shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any Executive Council member by the Association members (in accordance with paragraph (e) above), it may be filled upon the vote of a majority of the members of the Association. Any Executive Council member elected to fill a removed Executive Council member's place shall hold office for the remainder of the removed Executive Council member's term,
- (b) any other vacancy in the Executive Council may be filled by the Executive Council then in office (as long as there is a quorum) for a term continuing only until the next annual general meeting of the members of the Association at which time the vacancy shall be filled by other members of the Association, If the Executive Council is not able to form a quorum, the remaining Executive Council members shall forthwith call a meeting of the members of the Association to fill the vacancy, and, in default or if there are no Executive Council members then in office, the meeting may be called by any member of the Association.
- (c) otherwise, such vacancy shall be filled at the next annual general meeting of the members at which the Executive Council members for the ensuing term are elected.

If a new position or positions is created within the Executive Council during its term, a vacancy, or vacancies of the new positions shall thereby be deemed to have occurred, and which may be filled in the manner above provided.

8.7 **Duties of Executive Council members may be delegated** – In case of the absence or inability to act of any Executive Council member of the Association or for any other reason that the Executive Council may deem sufficient, the Executive Council may delegate all or any of the powers of any such Executive Council member to any other Executive Council member for the time being.

8.8 **Remuneration of Executive Council members** – The Executive Council shall serve without remuneration and no Executive Council member shall directly or indirectly receive any profit from occupying a position in the Executive Council. An Executive Council member may be reimbursed for reasonable expenses incurred by the Executive Council member in the performance of his or her official duties.

8.9 **Bonding** – The Executive Council may require that any Executive Council member, employee or other person who is handling funds on behalf of the Association be bonded in such amounts as may be determined by the Executive Council.

ARTICLE 9

POWERS AND RESPONSIBILITIES OF THE EXECUTIVE COUNCIL

9.1 **Administration of Affairs** – The Executive Council of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association,

in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided generally, may exercise all such other powers and do all such other acts and things as the Association is by its Letters Patent or otherwise authorized to exercise and do.

- 9.2 **Expenditures** – the Executive Council shall have the power to authorize expenditures on behalf of the Association from time to time for the purpose of furthering the objectives of the Association.
- 9.3 **Fund Raising** – The Executive Council shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association, subject to the laws of Ontario Province.
- 9.4 **Employment** – The Executive Council may authorize the employment of such individuals as it deems necessary for the proper conduct of the affairs of the Association at such remuneration and upon such conditions as may be agreed by the members of the Executive Council. Every employment position (paid or unpaid) shall be openly advertised to all members of NALA. Only financially up-to-date members shall then be considered for such employment. People outside the membership of NALA shall be considered for employment only if suitable candidates are not available within NALA membership. The Executive Council may delegate any of these powers as it deems appropriate to the relevant Executive Council member or committee. The Executive Council may have the power to dismiss or suspend any employee and may delegate this authority as it sees fit to any committee or to the President of the Association.
- 9.5 **Remuneration of Agents and Employees** – The remuneration of agents and employees shall, subject to the other provisions of this By-law, be fixed by a resolution of the Executive Council.
- 9.6 **Books and Records** – The Executive Council shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable Canadian statute or law are regularly and properly kept.

ARTICLE 10

MEETINGS OF THE EXECUTIVE COUNCIL

- 10.1 **Place of Meeting** – In-person meetings of the Executive Council may be held either at the registered office of the Association or at any other place within London Ontario. Virtual meetings can also be conducted whenever necessary.
- 10.2 **Notice** - A meeting of the Executive Council may be convened by the President, Vice-President or any other two Executive Council members. The Secretary, when directed or authorized by any of such officers, shall convene a meeting of the Executive Council. Notice of any such meeting shall be served in the manner specified in Article 16.1 of this By-law not less than two (2) days before the meeting is to take place. If the first meeting of the Executive Council following the election by the members of the Association is held

immediately thereafter, then for such meeting or for a meeting of the Executive Council at which an Executive Council member is appointed to fill a vacancy, no notice shall be necessary to the newly elected or appointed Executive Council members in order to legally constitute the meeting, provided that a quorum of the Executive Council is present.

- 10.3 **Error or Omission in Giving Notice** – No error or accidental omission in giving notice of any meeting of the Executive Council shall invalidate such meeting or make void any proceedings taken at such meeting.
- 10.4 **Guests at Executive Council Meetings** – Any member may attend meetings of the Executive Council as a guest, provided that the Association shall have no obligation to provide notice of Executive Council meetings to the members of the Association. Guests at Executive Council meetings may be invited to speak at such times as may be determined by the Executive Council, but they shall have no right to vote. The Executive Council may declare certain business of the Association to be of such a confidential nature that it requires that the business be addressed during an in-camera session of the meeting. In that event, any guests present at the meeting will be asked to leave for the in-camera portion of the meeting.
- 10.5 **Adjournment** – Any meeting of the Executive Council may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of the Executive Council is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 10.6 **Quorum** – The number of Executive Council members which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent or a special resolution of the Association and, in the event of no such provision, a simple majority of the Executive Council members shall form a quorum for the transaction of business. Notwithstanding any vacancy among the Executive Council members, a quorum may exercise all the powers of the Executive Council.
- 10.7 **Voting** – Each Executive Council member is authorized to exercise one (1) vote. Questions or issues arising at any meeting of the Executive Council shall be decided by a simple majority of votes.
- 10.8 **Regular Meetings** – Meetings of the Executive Council shall be held not less than three (3) times a year, with the date, time and place of the meetings to be determined by the Executive Council. The Executive Council may appoint a day or days in any month or months for regular meetings at a place and hour to be decided by the Executive Council and a copy of any resolution of the Executive Council fixing the place and time of regular meetings of the Executive Council shall be sent to each Executive Council member forthwith after being passed, but no other notice shall be required for any such regular meetings.

- 10.9 **Electronic Participation** – If all the Executive Council members of the Association consent, a meeting of the Executive Council may be held by means of telephone, electronic or other communication facilities that permit all persons participating in the meeting to hear each other simultaneously. An Executive Council member participating in such meetings is deemed to be present at that meeting. Members should be made aware that the proceedings of the meetings may be recorded for future reference.
- 10.10 **Resolution in lieu of Meeting** – A resolution in writing signed by all of the Executive Council members entitled to vote on that resolution at a meeting of the Executive Council, is as valid as if it had been passed at a meeting of the Executive Council.

ARTICLE 11

COMMITTEES

- 11.1 **Committees** – The Executive Council may from time to time appoint any committee or committees as it deems necessary or appropriate for such purposes and with such powers as the Executive Council shall deem fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Council may from time to time make. Any committee member may be removed by resolution of the Executive Council. The Executive Council may by simple majority vote to wind up any committee.

ARTICLE 12

FOR THE PROTECTION OF EXECUTIVE COUNCIL

- 12.1 **For the Protection of Executive Council** – Except as otherwise provided in the Act, no Executive Council member of the Association shall be liable for the acts, receipts, neglects or defaults of any other Executive Council member or employee, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association, or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Executive Council member's respective office or trust, or in relation thereto, unless the same shall happen by or through the Executive Council member's own willful neglect or default.

ARTICLE 13

INDEMNITY

- 13.1 **Executive Council Indemnity** – By this paragraph, the Association shall be deemed to have consented to the indemnification of its Executive Council on the terms contained herein and the approval of this By-law by the members shall be deemed to constitute the approval required under Section 80 of the Act. Every member of the Executive Council and his or her heirs, executors, administrators and estates and effects respectively shall from time to time and at all times, both while a member of the Executive Council, and after ceasing to be a member of the Executive Council, be indemnified and saved harmless out of the funds of the Association from and against:
- (a) all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, whatsoever that he or she sustains or incurs in respect of any action, suit or proceeding that is brought, commenced or prosecuted against the Executive Council for or in respect of any act, deed, matter or thing whatsoever made, done, committed or permitted by the Executive Council member in or about or in respect of the duties of his or her office, and
 - (b) all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

It is specifically provided that an Executive Council member who is seeking to be indemnified must provide prompt notice to the Association regarding the existence of a claim or other potential liability, as well as provide full disclosure regarding the events giving rise to the claim and if a legal action is involved, and such Executive Council member must give the Association the opportunity to participate in the defence.

- 13.2 **Insurance** – Subject to the Act, the Association may purchase and maintain insurance for the benefit of any Executive Council member or any other person acting on behalf of the Association against any liability incurred in that person's capacity as an officer or other person acting on behalf of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

ARTICLE 14

EXECUTION OF INSTRUMENTS

- 14.1 **Execution of Instruments** – Contracts, documents or instruments in writing requiring the signature of the Association may be signed by any two (2) of the President, the Financial Secretary or any other Executive Council member designated from time to time by the Executive Council. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Executive Council by resolution shall have power from time to time to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents,

and instruments in writing generally, or to sign specific contracts, documents or instruments in writing. The seal of the Association when required may be affixed to any instrument in writing, signed as aforesaid, or by any officer or officers appointed by resolution of the Executive Council.

ARTICLE 15

CHEQUES, BANK DRAFTS, NOTES, ETC.

- 15.1 **Cheques, Bank Drafts, Notes, etc.** - All cheques, bank drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Executive Council may from time to time designate by resolution.

ARTICLE 16

NOTICES

- 16.1 **Serving of Notices**– Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be served to any member or Executive Council member or to the auditor shall be delivered personally or sent by prepaid mail or facsimile or electronic mail to any such member or Executive Council member at his or her latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein, then to the last address of such member or Executive Council member known to the General Secretary, provided always that the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- 16.2 **Signature to Notices** – The signature of any Executive Council member of the Association to any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 16.3 **Computation of Time** – Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 16.4 **Proof of Service** – With respect to every notice or other document sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 16.1 of this By-law and deposited into a post office or into a mailbox. A certificate of an officer of the Association in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, Executive Council member or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, or Executive Council member or auditor of the Association as the case may be.

ARTICLE 17

AUDITORS

- 17.1 Subject to the exemption contained in Section 96.1 of the Act, the members shall at each annual general meeting appoint an auditor to audit the accounts of the Association for report to members who shall hold office until the next following annual general meeting provided however, that the Executive Council may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members of the Association or by the Executive Council if they are authorized to do so by the members. The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a simple majority of the votes cast at that meeting, appoint another auditor in such auditor's stead for the remainder of the term.

ARTICLE 18

FINANCIAL YEAR

- 18.1 **Financial Year** - The financial year of the Association shall terminate on the last day of December in each year or on such other date as the Executive Council may from time to time determine by resolution.

ARTICLE 19

BORROWING

- 19.1 The Executive Council may from time to time:
- (a) borrow money on the credit of the Association; or
 - (b) issue, sell or pledge securities of the Association, or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities of any money borrowed, or other debt, or any other obligation or liability of the Association.

From time to time the Executive Council may authorize any Executive Council member or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Executive Council may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 20

AMENDMENT OF BY-LAWS

- 20.1 The Executive Council may pass by-laws not contrary to the Act or the Letters Patent and may, by resolution, amend or repeal by-laws from time to time. Any such by-law, or amendment or repeal thereof by the Executive Council is effective only until:
- (a) it is confirmed at a special general meeting of the members duly called for that purpose by a simple majority vote of the members present; or
 - (b) it is confirmed by a simple majority vote of the members present at the next annual general meeting of the members, except where otherwise specifically provided by the Act.

The members may, at the special general meeting or the annual general meeting referred to in paragraphs (a) and (b) above, confirm, reject, amend or otherwise deal with any by-law passed by the Executive Council and submitted to the meeting for confirmation, but no act done or rightly acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

ARTICLE 21

REPEAL

- 21.1 Upon ratification by the members of the Association of this By-law No. 2, By-Law No. 1 is hereby repealed.

ENACTED this 7th day of January 2023.

WITNESS the seal of the Association



President (Dr. Osunade Seyi)



Gen. Sec. (Olabode Desire .O)