

UGANDA CULTURAL ASSOCIATION OF ALBERTA

BYLAWS

Article 1 - Preamble

1.1 The Society

The name of the society is "Uganda Cultural Association of Alberta" (UCAA). The Association is a cultural, non-political, non-religious and non-Profit Organization.

1.2 The By laws

The following articles set forth Bylaws of the Uganda Cultural Association of Alberta" (UCAA).

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.
- 2.1.3 Board means the Board of Directors of this Society.
- 2.1.4 Bylaws means the Bylaws of this Association as amended.
- 2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 2.1.6 General Meeting means the Annual General Meeting.
- 2.1.7 Member means a Member of the Society.
- 2.1.8 Officer means any Officer listed in Article 6.2. Current elected officers, appointed members and constitutionally prescribed members.
- 2.1.9 Registered Office means the registered office for the Society.
- 2.1.10 Register of Members means the register maintained by the Executive Committee containing the names of the Members of the Society.
- 2.1.11 Association means the Uganda Cultural Association of Alberta" (UCAA).
- 2.1.12 Special Meeting means any other meeting which is not the Annual General Meeting described in Article 5.2.

2.1.13 Special Resolution means:

- a. a resolution passed at a General or Special Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- b. a resolution proposed and passed as a Special Resolution at a General or Special Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General or Special Meeting must agree; or
- c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General or Special Meeting.

2.1.14 Voting Member means a Member entitled to vote at the meetings of the Society.

2.1.15 "Ugandan" is a person of Ugandan decent who resides in Alberta.

2.1.16 "Affiliation" shall mean organization or organizations with similar objectives

2.1.17 "General Assembly" shall mean the entire membership.

2.1.18 "Good Standing" shall mean a condition in which a member does not owe the Association any membership, annual or other dues, and is not suspended or expelled from the Society.

2.2 Interpretation

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

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 – Objects of the Society

3.1 The objects of the Society are:

- a) To encourage unity among Ugandans, protect and preserve diverse culture, language and heritage prevalent in the Ugandan community.
- b) Providing a platform for getting together and giving moral support to each other.
- c) Providing a platform for expression and protection of the interests of Ugandans in the Province of Alberta.
- d) Providing information to our young about Uganda, its culture and people.
- e) Helping newcomers to find their way before they settle and integrate within Alberta.
- f) Promoting Uganda Cultural Heritage through community participation.
- g) Maintaining wherever possible, a close contact with other Associations whose aspirations are similar to ours.
- h) Supporting advancement in education, talents and skills acquisition.
- i) To inform, educate and empower members by organizing appropriate trainings, sporting activities, workshops, and seminars on various issues and topics.

- j) To provide necessary social and emotional support to members who are senior citizens and those with disabilities.
- k) To eradicate/discourage all forms of discrimination against women in the community and guarantee the rights and equality between men and women.
- l) To promote better socio-cultural and ethical values.
- m) To promote sense of responsibility and civic sense amongst children, youth and adult members.

Article 4 – Membership

3.2 Classification of Members

There are four categories of Members:

- a. Full Members
- b. Associate Members
- c. Life Members
- d. Honorary Members

3.2.1 Full Members

To become a Full Member, an individual must:

- a. be a person of Ugandan descent residing in the Province of Alberta;
- b. have been an Associate Member for at least five (5) years; and
- c. pay the annual membership fees for Full Members, or by providing voluntary services.

Only full members above the age of 18, that are Citizens or Permanent Residents or Protected Persons of Canada, qualify for nomination to hold office.

3.2.2 Associate Members

Associate members are non- voting members and shall not hold office.

To become an Associate Member, an individual:

- a. must pay the annual membership fees for Associate Members;
- b. is a non-Ugandan who is lawfully married to a Ugandan.



3.2.3 Life members

To become a Life Member, an individual must:

- a. have been a Full Member for at least ten (10) years;
- b. be 65 years or older; and
- c. apply to become a Life Member.

3.2.4 Honorary Members

An individual, dignitaries, agencies or representatives of any organization or government bodies, may become an Honorary Member if:

- a. they have contributed or can contribute directly or indirectly to the Society;
- b. the Voting Members at a General or Special Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.
- c. the executive committee issues the honorary membership and informs members about the honorary membership at the annual general meeting.

3.3 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

3.4 Membership Fees

3.4.1 Membership year

The membership year is September 1 to August 31.

3.4.2 Setting Membership Fees

The Board decides annual membership fees for each category of Members.

3.4.3 Payment Date for Fees

The annual membership fees must be paid on or before July 15 of every year.

3.5 Rights and Privileges of Members

3.5.1 Any Member in good standing is entitled to:

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

3.5.2 Voting Members

The only Members who can vote at meetings of the Society are:

- a. Full Members in good standing who are at least eighteen (18) years old; and
- b. Life Members in good standing.

3.5.3 Number of Votes

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

3.5.4 Member in Good Standing

A Member is in good standing when:

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

3.6 Suspension of Membership

3.6.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

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

3.6.2 Notice to the Member

- 3.6.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.
- 3.6.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- 3.6.2.3 The notice will state the reasons why suspension is being considered.

3.6.3 Decision of the Board

- 3.6.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 3.6.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- 3.6.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 3.6.3.4 The decision of the Board is final.

3.7 Termination of Membership

3.7.1 Resignation

- 3.7.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

- 3.7.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.7.2 Death

The membership of a Member is ended upon his death.

3.7.3 Deemed Withdrawal

- 3.7.3.1 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.
- 3.7.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.
- 3.7.3.3 If a Member permanently relocates outside Alberta, or by absence from Alberta for a period longer than one (1) year, the Member is considered to have ceased being a Member.

3.7.4 Expulsion

- 3.7.4.1 The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.
- 3.7.4.2 This decision is final.
- 3.7.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.8 Transmission of Membership

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

3.9 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.10 Limitation on the Liability of Members

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

3.11 Discipline, offences and penalties

Member discipline shall be promoted in and at all the functions and meetings of the association.

The following shall constitute acts of indiscipline for which penalties shall be defined in policy guidelines:

- a. Use of profanity or other derogatory and abusive language during association meetings and functions
- b. Inappropriate finger pointing or other similar offensive, disrespectful physical gesture towards a member
- c. Uttering threat(s) against a member
- d. Disorderly behavior such as fighting at meetings or association functions
- e. Refusal by a member to abide by properly adopted decision(s) of the association
- f. Misrepresentation of the Association and other acts that tarnish the image of the association
- g. Embezzlement or misappropriation of Association funds or property
- h. Other acts as may be defined in policy by the Executive Committee or an appointed Committee and approved by the General Assembly

3.12 Members' right to due process

- a. Before any officer or member shall be suspended, expelled or impeached, he/she shall, using his/her last known address, be invited in writing to appear on a stipulated date, before the Executive Committee or appointed Committee to answer the complaint against him/her.
- b. Where a member invited pursuant to section 4.11.a hereof fails to appear on the stipulated date, the Executive Committee shall give him a second chance within sixty days. The
- c. Executive Committee shall enter a decision in absentia where the member fails to appear after this second invitation.
- d. Where an appointed Committee made the decision in subsection 4.11.b hereof, the decision shall be submitted to the Executive Committee for review and final decision.
- e. The Secretary shall send a formal communication of the change in membership status, in writing to any suspended or terminated member and to the Chairman of the Elders Committee.
- f. Any terminated and expelled member shall have the right of appeal before the Elders Committee.
- g. To regain membership in the Association, an expelled member may reapply for admission to the Executive Committee no less than six (6) months after his/her expulsion.

Article 5 – Meetings of the Society

4.1 The Annual General Meeting

4.1.1 The Society holds its Annual General Meeting no later than July 31 of each calendar year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting. The meeting may be held virtually under extenuating circumstances.

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

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

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

4.1.4 Quorum

- a. Attendance by 20% of the Members at the Annual General Meeting is a quorum; or
- b. Attendance by a simple majority, except as may be provided in other sections of these Bylaws.
- c. "Simple Majority" shall mean fifty percent (50%) + 1 of all registered full members.

4.2 Special Meeting of the Society

4.2.1 Calling of Special Meeting

A Special meeting may be called at any time, and may be held virtually under extenuating circumstances:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must state the reason for the Special meeting and the motions(s) intended to be submitted at this Special Meeting; or

- c. on the written request of at least one- third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

4.2.2 Notice

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

4.2.3 Agenda for Special Meeting.

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

4.2.4 Procedure at the Special Meeting.

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1.)

4.3 Proceedings at the Annual or Special Meeting

4.3.1 Attendance by the Public.

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

4.3.2 Failure to Reach Quorum

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

4.3.3 Presiding Officer

- 4.3.3.1 The President chairs every General or Special Meeting of the Society. The Vice-President chairs in the absence of the President.

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

4.3.4 Adjournment

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

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

4.3.4.3 The Society must give notice when a General or Special meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General or Special meeting.

4.3.5 Voting

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

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

4.3.5.3 A Voting Member may not vote by proxy.

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

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

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

4.3.5.7 Members may withdraw their request for a ballot.

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

4.3.6 Failure to Give Notice of Meeting

No action taken at a General or Special meeting is invalid due to:

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

4.3.7 Written Resolution of All the Voting Members

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

Article 6 – The Governance of the Society

5.1 The Board of Directors

5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society.

5.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the objects of the Society;
 - b. Promoting membership in the Society;
 - c. Maintaining and protecting the Society's assets and property;
 - d. Approving an annual budget for the Society;
 - e. Paying all expenses for operating and managing the Society;
 - f. Paying persons for services and protecting persons from debts of the Society;
 - g. Investing any extra monies;
 - h. Financing the operations of the Society, and borrowing or raising monies;
 - i. Making policies for managing and operating the Society;
 - j. Approving all contracts for the Society;
 - k. Maintaining all accounts and financial records of the Society;
 - l. Appointing legal counsel as necessary;
 - m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
 - n. Selling, disposing of, or mortgaging any or all of the property of the Society;
- and

- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

5.1.3 Composition of the Board

The Board consists of:

- a. the President;
- b. nine (9) Directors-at-large elected at the Annual General Meeting from among the Voting members; and
- c. the immediate Past President.



5.1.4 Election of the Directors and the President

The Association's Elections shall be held every two (2) years, coinciding with the Annual General Meeting. Handover of office to new office bearers shall take place within 2 months of electing new office bearers.

- 5.1.4.1 At a Special Meeting the members shall elect a Returning Officer to supervise elections of the new office bearers. The Special Meeting will be held within the month of January.
- 5.1.4.2 At the Annual General Meeting of the Society, the Voting Members of the Society, the Voting Members elect the following Directors:
 - a. Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;
 - b. Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and
 - c. Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General meeting at which these Directors were elected.
- 5.1.4.3 At each succeeding Annual General meeting of the Board, Voting Members elect three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- 5.1.4.4 Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.
- 5.1.4.5 Voting members elect the President at the Annual General Meeting. The President can only serve for a maximum of two (2) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

5.1.5 Resignation, Death or Removal of a Director

- 5.1.5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 5.1.5.2 Voting Members may remove any director including the President and the immediate Past President, before the end of his/her term. There must be a majority vote at a Special Meeting called for this purpose.
- 5.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

5.1.6 Meetings of the Board

- 5.1.6.1 The Board holds at least four (4) meetings each year.
- 5.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 5.1.6.3 Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone or fax. Board Members may waive notice.
- 5.1.6.4 A majority of the Directors present at any Board meeting is a quorum.
- 5.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.
- 5.1.6.6 Each Director, including the President and the Past President, has one (1) vote.
- 5.1.6.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 5.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.1.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.1.6.12 A Director may waive formal notice of a meeting.

5.2 Officers

- 5.2.1** The Officers of the Society are the President, Vice President, General Secretary, Treasurer, and Publicity Secretary.
- 5.2.2** At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President, for the following year.
- 5.2.3** The Officers hold office until re-elected or until a successor is elected.

5.3 Duties of the Officers of the Society

5.3.1 The President:

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

5.3.2 The Vice President:

- Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chairperson for the meeting.
- Represents the President at various functions when asked to do so by the President or the Board;
- Chairs the Elders and Youth Committees, or his appointee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.



5.3.3 The General Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the society is kept;
- Makes sure all notices of various meetings are sent;
- Makes sure annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- Makes sure all monies paid to the Society are deposited in an approved financial institution, chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure that a cheque or a slip for withdraw of any amount of money from the Association's bank accounts bears any three (3) of the four signatures, namely that of the Treasurer, President, Vice-President and General Secretary.
- Makes sure an audited statement of financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.5 The Past President:

- Chairs the nominating committee; and
- Carries out other duties assigned by the Board.

5.3.6 The Publicity Secretary:

- Facilitates the President as the spokesperson for the Association.
- Acts as the Chief Public Image Maker and makes sure that the association has a positive public image.
- Causes the holding of Workshops, Seminars, Conferences and such other similar events to promote favourable public awareness of the Association.
- Oversees the publication of an informative and educational Periodical.
- Maintains and manages the website of the association.
- Assists the President in maintaining order at all association's meetings and functions.
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

5.4.2 General Procedures for Committees

5.4.2.1 A Board Member chairs each committee created by the Board.

5.4.2.2 The Chairperson calls committee meetings. Each committee:



- Records minutes of its meetings;
- Distributes these minutes to the committee members and to the Chairpersons of all other committees

- Provides reports to each Board meeting at the Board's request.
- 5.4.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.
- 5.4.2.4 A majority of the committee members present at a meeting is a quorum.
- 5.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

5.5 Standing Committees

The Board establishes these standing committees:

5.5.1 The Executive Committee:

- a. Consists of the President, Past President, Vice-President, General Secretary, Treasurer, Community Elders (Male & Female), Youth Leaders (Male & Female), and Publicity Secretary. 
- b. Is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings; 
 - carrying out other duties as assigned by the Board.
- c. Meets at least four (4) times each year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.
- d. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- g. An Officer may waive formal notice of a meeting.
- h. An Executive Committee member who intends to tender a resignation before his/her term of office expires shall notify the President of the Association of his/her wishes in writing. If the Secretary resigns, he/she shall give notice to the President at least one month in advance. If the President resigns, he/she shall give notice to the Secretary.

- i. An Executive Committee member may be relieved of his/ her duties by a vote of no confidence by at the AGM or through incapacitation caused by illness or injury over a prolonged period of time exceeding one year.
- j. A vote of no confidence to be effective, shall be proposed in a motion, seconded, discussed at least two-thirds (2/3) of the members in good standing.
- k. A vote of no confidence may be moved against the whole Executive Committee if supported by at least two-thirds (2/3) of the members in good standing. The Executive Committee shall be relieved of its duties with immediate effect.
- l. In case of a successful vote of no confidence against the Executive Committee, a caretaker committee of the constitutional committee shall supervise the hand-over of power, maintain the smooth running of the Organization association and organize a general election within one (1) month.
- m. In the event of resignation of an Executive Council Committee member, the remaining members shall assume the duties and responsibilities until such a post is filled through a by-election.

5.5.2 The Finance, Planning & Development Committee:

- a. Consists of the Treasurer, who is the Chairperson, and nine (9) other Members appointed by the Board.
- b. Is responsible for:
 - recommending budget policies to the Board;
 - investigating and making recommendations to the Board for acquiring funds and property;
 - Coordinating fundraising activities and reporting, on a monthly basis, on all aspects of financial situation of the Association.
 - recommending policies on disbursing and investing funds to the Board;
 - establishing policies for Board and committee expenditures;
 - ensuring that the association complies with the list of musts detailed under section 3.25 of the AGLC guidelines.
 - arranging the annual audit of the books;
 - reporting on the year's activities at the Annual General Meeting;
 - and
 - carrying out other duties assigned by the Board.

5.5.3 The Nominating and Disciplinary Committee:

- a. Consists of the five (5) Members appointed by the Board.
- b. Is responsible for:
 - preparing a slate of nominees for the President's position;
 - preparing a slate of nominees for each vacant Director position;
 - orienting new board members;

- dealing with disciplinary matters; and
- presenting its recommendations to the General or Special Meeting.

5.5.4 The Constitutional Committee:

- a. Consists of the immediate Past President and four (4) other Members appointed by the Board.
- b. Is responsible for:
 - Reviewing the Society's Bylaws as may be directed at the AGM;
 - Making recommendations for changes to the Society's Bylaws; and
 - presenting its recommendations to the General or Special Meeting.

5.5.5 The Elders Committee:

- a. Consists of the Vice-President (or his/her appointee), who is the Chairperson, and two (2) other Members (Community Elders) appointed by the Board;
- b. Is responsible for:
 - recommending policies and offer counsel to the Executive Committee to ensure equity, fairness and transparency in the running of the Association;
 - acting as a mediator for the Society, assist the Association with conflict mediation and resolution;
 - advising the youth on cultural issues of interest and concern to the Ugandan Community;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the board.

5.5.6 The Youth Committee:


- a. Consists of the Vice-President (or his/her appointee), who is the Chairperson, the Youth Leaders and three (3) other Members appointed by the Board;
- b. Is responsible for:
 - recommending policies and offer counsel to the Executive Committee to ensure equity, fairness and transparency in the running of the Association;
 - mobilization, outreach and support of youth in the community;
 - creating a welcoming, fun and enthusiastic environment for the youth to connect with one another;
 - working with Youth Committee to plan events for the youth and opportunities for volunteers work.

- working with the Executive, parents and volunteers to develop and publish an Annual Plan with regular social, educational events meant to develop and maintain a vibrant program.
- reporting on the year's activities at the Annual General Meeting; and
- carrying out other duties assigned by the board.

5.5.7 The Heritage Committee:

- a. Consists of the President, who is the Chairperson, and four (4) other Members appointed by the Board;
- b. Is responsible for:
 - Coordinating all activities related to the Heritage festival;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the board.

5.5.8 The AGLC/Casino Committee:

- a. Consists of the President, who is the Chairperson, and four (4) other Members appointed by the Board; 
- b. Is responsible for:
 - Coordinating all activities related to the Casino days assigned to the association;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the board.

Article 7 – Finance and Other Management Matters

6.1 The Registered Office

The Registered Office of the Society is located in Edmonton, Alberta. Any change in the registered address will be communicated immediately to Corporate Registry.

6.2 Finance and Auditing

6.2.1 The fiscal year of the Society ends on August 31 of each year.

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

6.2.3 There must be a separate bank account and a separate set of books to ensure proper accountability of funds that are subject to review by Alberta Gaming,

Liquor & Cannabis Commission (AGLC). The records must comply with the list of musts detailed under section 3.25 of the AGLC guidelines.

- 6.2.4** A separate cheque book must be used for funds that are subject to review by AGLC. Only transactions which comply with the AGLC guidelines are authorized for processing using this cheque book.

6.3 Seal of the Society

- 6.3.1** The Board may adopt a seal as the Seal of the Society.
- 6.3.2** The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.3.3** The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

6.4 Cheques and Contracts of the Society

- 6.4.1** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Three signatures are required on all cheques with President being the principal signatory.
- 6.4.2** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of the Society

- 6.5.1** The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 6.5.2** The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 6.5.3** The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- 6.5.4** A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- 6.5.5** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

6.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

6.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

6.6 Borrowing Powers

6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

6.7 Payments

6.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

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

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

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

Article 8 – Amending the Bylaws

- 7.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 7.2** The twenty-one (21) days' notice of the Annual General or Special meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 7.3** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Society

- 8.1** The Society does not pay any dividends or distribute its property among its Members.
- 8.2** If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Uganda Cultural Association of Alberta.
- 8.3** Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

This Bylaw of the Uganda Cultural Association of Alberta was adopted by General Assembly on this.....Day of.....Year 20..... at the City of Edmonton, in the Province of Alberta, Canada.