

Jamaican Ottawa Community Association Bylaws

Effective January 1, 2016

TABLE OF CONTENTS

Section 1 – GENERAL

1.01	Definitions.....	4
1.02	Aim and Objectives.....	4
1.03	Interpretation.....	4
1.04	Corporate Seal.....	5
1.05	Execution of Documents.....	5
1.06	Financial Year.....	5
1.07	Banking Arrangements.....	5
1.08	Borrowing Powers.....	5
1.09	Annual Financial Statements.....	5
1.10	Auditors.....	6

Section 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL

2.01	Membership Conditions.....	6
2.02	Notice of Meeting of Members.....	7
2.03	Absentee Voting at Members Meetings.....	7

Section 3 – MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE

3.01	Membership Dues.....	8
3.02	Termination of Membership.....	8
3.03	Effect of Termination of Membership.....	8
3.04	Discipline of Members.....	8

Section 4 – MEETING OF MEMBERS

4.01	Nomination of Directors at Annual Members' Meetings.....	9
4.02	Cost of Publishing Proposals for General Members' Meetings.....	9
4.03	Place of Members' Meetings.....	9
4.04	Persons Entitled to be present at Members' Meetings.....	9
4.05	Chair of Members' Meetings.....	9

4.06	Quorum at Members' Meetings.....	10
4.07	Votes to Govern at Members' Meetings.....	10
4.08	Participation by Electronic Means at members' meetings.....	10
Section 5 – DIRECTORS		
5.01	Number of Directors.....	10
5.02	Term of office of Directors.....	10
Section 6 – MEETING OF DIRECTORS		
6.01	Calling of Meetings of Board of Directors.....	11
6.02	Notice of Meetings of Board of Directors.....	11
6.03	Regular meetings of Board of Directors.....	11
6.04	Votes to Govern at meetings of Board of Directors.....	11
6.05	Committees of the Board of Directors.....	11
Section 7 – OFFICERS		
7.01	Description of Offices.....	11
7.02	Vacancy in Office.....	13
7.03	Remuneration.....	13
Section 8 - NOTICES		
8.01	Method of Giving Any Notice.....	13
8.02	Invalidity of any Provisions of this Bylaw.....	14
8.03	Omissions and Errors.....	14
Section 9 – DISPUTE RESOLUTION MECHANISM		
9.01	Mediation and Arbitration.....	14
9.02	Dispute Resolution Mechanism.....	14
Section 10 – EFFECTIVE DATE		
10.01	Bylaws and Effective date.....	15
APPENDIX 1		16
APPENDIX 2		17

BYLAW 2015
A BYLAW relating generally to the conduct of the affairs of
THE JAMAICAN (OTTAWA) COMMUNITY ASSOCIATION INC.
(the “ Corporation”)

BE IT ENACTED as a bylaw of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "board" means the board of directors of the Corporation; and "director" means a member of the Board;
- d) " bylaw " means this and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;
- e) "meeting of members" includes regular, annual or special meeting of members; "special meeting of members" includes a meeting of any class or classes of members as well as a special meeting of all members who are entitled to vote at an annual meeting of members;
- f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g) "proposal" means a proposal - submitted by a member of the Corporation - that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h) "Regulations" means the regulations made under the Act, as amended, restated, or in effect from time to time; and
- i) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Aims and Objectives¹

1.03 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa; words in one gender include all genders, and "person" includes any or all of the following: an individual, body corporate, partnership, trust and unincorporated organization.

¹ Appendix 1

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.04 **Corporate Seal**

The Corporation may have a corporate seal in the form approved, from time to time, by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.05 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by all three (3) signing officers. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. All three (3) designated directors authorized to sign any document may affix the corporate seal to the document. Any signing director may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

1.06 **Financial Year**

The financial year of the Corporation shall begin on the 1st of January and end on the December 31 of each year.

1.07 **Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.08 **Borrowing Powers**

The directors of the Corporation may, *with authorization* of the members, for uses approved by the members:

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.09 **Annual Financial Statements**

The Corporation shall present the annual financial statement at the AGM and shall provide each member, in good standing, with a copy upon request electronically or otherwise, as well as a copy of the other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act; or a copy of a publication of the Corporation reproducing the information contained in the aforementioned documents.

1.10 Auditors

At the Annual General Meeting three (3) members shall be elected as auditors who shall audit the books and records of finances of the Association as well as verify the Treasurer's Report to the Annual General meeting and report to the members.

SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL

2.01 Membership Conditions:

Subject to the articles, there shall be four (4) classes of members in the Corporation: General, Associate, Honorary, and Life. The Board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Membership is from January to December and **cannot be transferred.**²

General

- a) A person who is eligible for General Membership shall make application for such membership in writing to the Executive, which must approve by simple majority, for successful application.
- b) The term of membership for the General class shall be annual, and subject to renewal in accordance with the policies of the Corporation.
- c) The General voting member is entitled to receive notice of, to attend and to vote at all meetings of members and each such general class voting member shall be entitled to one (1) vote at such meeting.

The general membership shall be open to:

- a) All Jamaicans and their families.
- b) Members of a family where any one member is of Jamaican Parentage.

Associate:

- a) Associate membership shall be open to any person who has expressed interest in supporting the aims and objectives of the Association, but does not fully participate in the activities of the Association.
- b) Such person shall be sponsored by a General Member, and the application for membership shall be made in writing to the Board of Directors, which must approve by a simple majority for successful application.
- c) The Associate members are non-voting members.

Honorary:

- a) The Executive on a simple majority may confer honorary membership upon any person whose service to the Association merits such an honour.

² Appendix 2– Membership Dues

- b) An honorary member shall not hold any office nor shall he/she vote on each matter requiring a vote by the membership.

Life:

Life membership may be awarded to any general member after fifteen (15) years of outstanding service to the Association on the recommendation of the Board of Directors and approval of a simple majority of the general membership.

2.02 Notice of Meeting of Members

- a) **Annual General Meeting:**
The annual general meeting shall be held in the City of Ottawa on the 2nd Sunday in January, unless the Board determines some other date or location in Canada. At this meeting, the Board for the coming year shall be elected. Notice of such meeting shall be in writing and shall be at least 14 days prior to the meeting. Notice shall be given to each member entitled to vote at the meeting by the following mean of: mail, courier or personal delivery to each member entitled to vote at the meeting.
- b) **Regular Meeting:**
The Association shall hold regular meetings on the 1st Sunday of each month, unless otherwise determined by the Board. Notice of any change shall be given to the members at least 14 days prior to the meeting. Notice shall be given to each member entitled to vote at the meeting by the following mean of: mail, courier or personal delivery to each member entitled to vote at the meeting.
Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
- c) **Special Meeting:**
The Board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of at least ten (10) members or not less than 5% of members in good standing whichever is the larger of the two. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.03 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) Enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues to be paid by them and that, if said dues are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members in good standing of the Corporation. Membership in the association runs from January to December. Membership dues are categorized as follows: General, Associate, Honorary and Life. General or Associate membership is also divided by: family, senior, student or life. The specific amount of each category of dues shall be announced and subject to change by the Board at the Annual General Membership (AGM) meeting.³

3.02 Termination of Membership

Membership in the Corporation for a given individual ceases when:

- a) that individual dies or resigns in writing to the board;
- b) that individual is expelled or his/her membership is otherwise terminated in accordance with the articles or bylaws;
- c) that individual's term of membership expires; or
- d) the Corporation is liquidated and dissolved under the Act

3.03 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.04 Discipline of Members

The Board shall have the authority to suspend or expel any member from the Corporation for any one or more of the following reasons:

- a) violating any provision of the articles, bylaws, or written policies of the Corporation;
- b) engaging in any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other director as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall

³ Appendix 2 – Membership Dues

provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or to such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that he or she is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Nomination of Directors at Annual Members' Meetings:

The members of the board with the exception of the immediate Past President shall be elected in the following manner:

- a) The Board shall appoint a nominating Committee, which shall submit the names of candidates for the various offices to the membership at the Annual General Meeting. At this meeting, nominations for all offices may also be made from the floor by a member in good standing, duly seconded by a member in good standing.
- b) An election meeting shall be held in January of each year or as soon as possible thereafter at a time and place to be decided by the Board. Notice of such meeting shall be in writing and shall be given at least fourteen (14) days in advance.
- c) Voting: Voting shall be by ballot by those General Members present and eligible to vote. For each position the person getting the majority vote wins.
- d) All members of the Board are eligible for re-election provided the member is in good standing or the membership has not been terminated.
- e) Removal from Office: Any member of the Board may be removed from office for cause by two-thirds (2/3) vote of members present at a regular meeting.

4.02 Cost of Publishing Proposals for General Members' Meetings

The member who submits the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

4.03 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.04 Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaws are entitled to cast a vote at the meeting.

4.05 Chair of Members' Meetings

In the event that the President and Vice-President(s) of the Board are absent, any other member of the board may chair the meeting.

4.06 Quorum at Members' Meetings

A quorum at any meeting of the members shall be 10 members (which excludes the board) or 5% of eligible members, whichever is higher. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting only if a quorum is present throughout the meeting.

4.07 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.08 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other means of communication to facilitate adequate communication between and among all participants during a meeting of members, those entitled to attend any such meeting may participate in the meeting by means of any or all of the above-mentioned, or other, communication devices in the manner provided by the Act. In this way is deemed that the person is present at the meeting.

SECTION 5 - DIRECTORS

5.01 Number of Directors

The Board shall consist of the number of directors specified in the articles. The articles will provide generally for seven (7) directors, while this number may be determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates. To be eligible the candidate must be a member in good standing of the association.

5.02 Term of Office of Directors

At the first election of Directors following approval of this by-law, the President, Secretary, and Treasurer will each be elected for a two-year term and the Vice-President, Assistant Secretary, 2nd Vice-President, and 3rd Vice-President, shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year (2) terms. The immediate Past President shall be ex-officio for a period of one year.

SECTION 6 – MEETING OF DIRECTORS

6.01 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President, 1st the Vice-President or any two (2) directors at any time.

6.02 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings of the Board of Directors

The Board may decide on a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent forthwith to each director after said resolution has been passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of a tie in the voting, the chair of the meeting shall cast the decisive vote.

6.05 Committees of the Board of Directors

The Board may appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such terms of reference as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of directors.

SECTION 7 - OFFICERS

7.01 Description of Offices:

Unless otherwise specified the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), shall manage the affairs of the Association and shall consist of the following seven positions:

- President
- 1st (First) Vice-President

- 2nd (Second) Vice President
- 3rd (Third) Vice-President
- Secretary
- Assistant Secretary
- Treasurer
- Immediate Past-President (ex-officio)

The President shall:

- a) Be the chief executive officer of the Association;
- b) Preside at or provide for chairmanship of all meetings of the Association
- c) Issue the call for regular and special meetings of the Board of Directors and the Association;
- d) In consultation with the Board of Directors appoint the Standing and Special Committees of Association;
- e) Ensure regular functioning and reporting of the committees in (d) through cooperation with committee chairpersons;
- f) Be an ex-officio member of all committees;
- g) Perform such other duties as are necessary to the proper performance of the office of the presidency; and
- h) Be one of the signing officers for the Association.

Vice-Presidents shall:

- a) In the absence of the President, the 1st Vice-President shall occupy the position of the President and perform the duties of the President with all presidential authority if the President, for any reason is unable to perform his/her duties.
- b) In the absence of the President and the First Vice-President, the Second Vice-President shall assume the duties as set out in (a) above.
- c) In the absence of the President and the First and Second Vice-Presidents, the Third Vice-President shall assume the duties as set out in (a) above.
- d) Each Vice-President shall under the direction of the Board oversee the functioning of such committees of the Association, as the Board shall designate.

The Secretary shall:

- a) Have custody of, and keep and maintain all general records and property of the Association including but not limited to records of minutes of the Association, attendance, committee appointments, elections, list of members in good standing, addresses and telephone numbers of members and the seal of the Association; and
- b) Receive and record all membership fees and thereafter deliver them to the Treasurer
- c) Be one of the signing officers for the Association.

The Assistant Secretary shall:

- a) Assume the duties of the Secretary if the Secretary is absent or for any reason the Secretary is unable to perform his or her duties;
- b) Assist in the performance of the duties of the office of the Secretary as designated by the Board.

The Treasurer shall:

- a) Be one of the chief signing officers for the Association.
- b) Receive all cash and cheques payable to the Corporation;
- c) Deposit all such cash and cheques in a Bank or other Financial Institution as approved by the board;
- d) Disburse funds on behalf of the Association as authorized by the Board;
- e) Maintain all financial records of the Corporation in accordance with generally accepted accounting principles;
- f) Be responsible for the presentation of a budget to the Corporation within sixty (60) days of the Annual General Meeting;
- g) Upon request, present interim financial statements at General Meetings of the Corporation;
- h) Present an Annual Financial Statement, approved by the Auditor, at the Annual General Meeting;
- i) Be an ex-Officio member of the Finance Committee; and
- j) Sign all cheques for payment by the Corporation and ensure that all such cheques are also signed by one other of the designated officers.

7.02 Vacancy in Office

- a) In the event vacancies shall be of such a number as to reduce the number of the board to less than quorum, the membership of the Corporation shall have the power to fill such vacancies by an election held at any regular meeting of the Corporation upon fourteen (14) days prior notice, setting forth the purpose, time and place for such a meeting.
- b) In the event that any board member – elect within thirty (30) days of his or her election to office is unable to or refuses for any reason to serve therein, the Board shall call a Special nomination and election meeting to elect a replacement for such board member-elect.

7.03 Remuneration

No officer, board member or member of any committee of the Corporation shall be entitled to any remuneration. These members are entitled to out of pocket expenses with receipts or prior approval by the Board.

SECTION 8 – NOTICES

8.01 Method of Giving Any Notice

Any notice (including any communication or document), other than that of a meeting of members or a meeting of the Board of directors, to be given (whether by being sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise, to a member, director, officer or member of a committee of the Board or to the public accountant shall be deemed to have been duly served:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other means of communication at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any Provisions of this Bylaw

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice referred or otherwise founded on such notice.

SECTION 9 – DISPUTE RESOLUTION MECHANISM

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, committee members, or volunteers at the Corporation are as much as possible to be resolved through mediation and/or arbitration as provided in the section on the dispute resolution mechanism of this bylaw.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way detracting from the rights of the members, directors, committee members, employees or volunteers of the Corporation as set out in the articles, bylaws or the Act, and as an alternative to such person resorting to a lawsuit or other legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

Each of the parties (including, if applicable, the Board of the Corporation) seeking mediation shall name a mediator of his or her choosing. The two (2) persons so chosen jointly approve the selection of a third individual with whom they will serve as a panel of mediators. This tripartite panel will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- a) The number of mediators may be reduced from three to one or two provided the parties are in agreement.
- b) If the parties are not successful in resolving the dispute through mediation, then the parties agree to have the dispute settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above. This proviso is in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- c) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 10 – EFFECTIVE DATE

10.01 Bylaws and Effective Date

Subject to the articles, the Board of directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

CERTIFIED to be Bylaw _____ of the Corporation, as enacted by the Board of Directors of the Corporation by resolution on the _____ day of May 2015 and confirmed by the member of the Corporation by special resolution on the _____ day of May 2015.

Dated as the 12th of May, 2015

Appendix 1

The Jamaican (Ottawa) Community Association was incorporated on the 26th of October 1978

Purpose:

The purpose of the Jamaican (Ottawa) Community Association Incorporated is to provide and organize supportive services and activities for persons of all ages and abilities who are members of the organization or their families and to do so in a manner that welcomes the community at large and where such services and activities will assist everyone in living healthy and complete lives as contributing members of Canadian society. This support will enhance the quality of life for the Jamaican Community and the wider Afro-Caribbean and Canadian communities in Ottawa.

We strive to promote various services for our youth and seniors. The youth are our future and the seniors are our link to our heritage.

Aims and Objectives of J(O)CA

In keeping with the Corporations' purpose, the aims and objectives of J(O)CA are:

- a. To promote amity, unity and loyalty among Jamaicans in the Ottawa area and its environs, and to develop and maintain closer relations between Jamaicans and Canadians.
- b. To establish and maintain official contacts with the Government of Jamaica through any of its official agencies.
- c. To better acquaint other nationalities with the Jamaican culture.
- d. To be active as a group with an effective voice in the affairs of the community and to cooperate with other national groups, and especially with groups with whom we share ethnic and cultural traditions, in pursuing common aims and objectives.
- e. To establish and maintain official contacts with other Jamaican Associations, and other groups with whom we share common objectives
- f. To establish a centre for social and cultural activities
- g. To give advisory assistance to Jamaican immigrants, and to others we feel are genuinely able to help and to provide general information (written or otherwise) to the community within the limits of this bylaw.
- h. To provide a forum for Jamaicans and others to participate in activities promoting the aims and objectives of the Corporation.

APPENDIX 2

Membership Dues

Members shall be notified in writing of the membership dues to be paid by them and that, if said dues are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members in good standing of the Corporation. Membership in the association runs from January to December. Membership dues are categorized as follows: General, Associate, Honorary and Life. General or Associate membership is also divided by: family, senior, student or life. The specific amount of each category of dues shall be announced and subject to change by the Board at the Annual General Membership (AGM) meeting.

Membership dues:

General:	\$30.00	Family:	\$50.00	Student:	\$20.00
Seniors	\$25.00	Associate:	\$20.00		

Family membership is open only to general or associate member who is a mother or father (or both) with a child or children under 18 years of age. Senior membership shall be open to general members who are 60 years of age and over. Student membership shall apply to any member who attends full time at any university, college, or other educational institution.