

# ZIMBABWE CULTURAL SOCIETY OF ALBERTA (ZCUSA)

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## THE ZIMBABWE CULTURAL SOCIETY OF ALBERTA (ZCUSA)

### BYLAWS

#### INTRODUCTION

#### NAME

- 1.1** The official name of the association is, Zimbabwe Cultural Society of Alberta. Hereinafter referred to as the Association. The abbreviated title of the Association is the ZCUSA. ZCUSA is a non-profit organization.

**1.2** The Objectives of the Association Association are:

- 1.2.1 To promote awareness and involvement in activities (employment, self-employment, investments, and education) by members of the Zimbabwean community in Alberta and grassroots communities in Zimbabwe to promote self reliance, self sufficiency and empowerment.
- 1.2.2 To provide a forum for Zimbabweans and all who are interested in Zimbabwe to exchange ideas and share experiences.
- 1.2.3 To establish and maintain educational, cultural and information resources on Zimbabwe.
- 1.2.4 To promote understanding and cooperation among Zimbabweans and their friends.
- 1.2.5 To take a coordinating/mobilizing role in assisting members of the Association who may encounter a calamity or unforeseen financial hardship e.g. as a result of death, injury, illness).
- 1.2.6 To promote social, cultural, and recreational needs of the members and their friends through participation in various community programs.
- 1.2.7 To teach about Zimbabwean culture, languages, values, way of life;
- 1.2.8 To be involved in fundraising and voluntary activities for the benefit of disadvantaged communities and/or community members.

## MEMBERSHIP

### 2.1 Classification of membership

- 2.1.1 Membership in the Association shall be open to all persons of Zimbabwean Nationality and Heritage.
- 2.1.2 Associate members as approved by Board of Directors.
- 2.1.3 Associate membership shall not be based on race, religion, color, marital status, or disability.
- 2.1.4 The members of the Association shall be subscribers to the objectives and Bylaws.
- 2.1.5 An updated membership list is published by the Secretary quarterly and the records are updated accordingly.

### 2.2 Application for Membership

- 2.2.1 Application for Full membership to the association shall be limited to those that are at least eighteen (18) years of age.
- 2.2.2 All applications for membership and fees shall be submitted to the Executive Committee, and upon approval the applicant shall be a member.
- 2.2.2 An applicant who has been refused membership by the Executive Committee may resubmit the application to the general membership by applying through the Executive Committee. A two-thirds majority of those present may accept the application.

### 2.3 Membership fees

- 2.3.1 An initial joining fee shall be determined and administered as a single payment thereafter followed by annual payments in subsequent years.
- 2.3.2 Membership shall be from January 1 to December 31 of the same year. The annual membership renewal shall be paid on or before April 1 of each year. Dues received after April 1 may be prorated for the rest of the year.
- 2.3.3 The annual membership fee shall be determined, from time-to-time by the members at a general meeting.
- 2.3.4 Any member who allows his/her subscription to fall into arrears by exceeding three months after due date shall receive a written notification from the Treasurer and shall be denied the privileges of membership until he/she settles his/her account.

### 2.4 Rights and Privileges of Members

- 2.4.1 Any member in good standing is entitled to:
  - a) Receive notice of meetings of the Association;
  - b) Attend Annual General Meeting of the Association;
  - c) Speak and vote at any meeting of the Association;
  - d) Exercise other rights and privileges given to members in these Bylaws;
  - e) Every member shall have one vote
- 2.4.2 The only members who can vote at meetings of the Association are members in good standing.
- 2.4.3 A member is in good standing when:

- a) The member has paid up all membership fees
- b) The member is not under suspension

## 2.5 Suspension, Expulsion, and Termination of Members/Membership

- 2.5.1 The Board of Directors shall have the power, by a three-fourths majority, to suspend any member whose conduct has been determined to be improper, or likely to endanger the interest or reputation of the Association or who wilfully commits a breach of the Bylaws of the Association.
- 2.5.2 No member shall be suspended without being notified of the charge or complaint against him/her in writing or without being first given an opportunity to be heard by the Board of Directors at a meeting called for that purpose. The suspended member may apply for reinstatement at the Annual General Meeting of the Association. A two-thirds majority of those present may reinstate a member.
- 2.5.3 A member who after re-instatement continues to violate ZCUSA bylaws will be given an opportunity to appear before the Board of Directors to show sufficient cause why he/she should not be expelled. The Board of Directors shall have the power, by a three-fourths majority to expel the member pending ratification at a Special General Meeting. Two-thirds of those present at a Special General Meeting may expel a member in re-violation.
- 2.5.4 Any member may withdraw from membership in writing to the Board through its secretary. Once the notice is received, the member's name is removed from the Register of Members.
- 2.5.5 Any member who withdraws or is expelled from the Association shall forthwith forfeit all right, claim and interest arising from or associated with membership in the association, its property, or funds. All subscriptions paid will be non-refundable.
- 2.5.6 The membership ends upon death of the member or dissolution of the Association.

## MEETINGS

### 3.1 Annual General Meeting

The Annual General Meeting (AGM) shall be held in November or December of each year, of which notice in writing to the last known address of each member shall be delivered in the mail twenty-one (21) days prior to the date of the meeting.

### 3.2 Special General Meeting

A Special General Meeting may be called at anytime by the Secretary upon the instructions of the Chairperson or Board by notice in writing to the last known address of each member, delivered in the mail fourteen (14) days prior to the date of such meeting. A special meeting shall be called by the Chairperson or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting.

Individual members can request a Special General Meeting . If an individual member requests such a meeting, this should be done in writing to the Secretary stating the business to be considered. The request shall then be considered by the Executive Committee and if the Executive Committee decides that such a meeting is warranted, and then it shall be held

within twenty-one (21) days of the date of the request. The Secretary will send to all members an agenda of the meeting fourteen (14) days before the meeting.

3.3 Half of members in good standing shall constitute a quorum at any meeting.

3.4 Any member in good standing shall have the right to speak and vote at any meeting of the Association. Votes can be made in person or by proxy. Members can vote by proxy at only two (2) general meetings per year.

## GOVERNANCE

### 4.1 Board of Directors

4.1.1 Board of Directors or Board, shall mean the Board of Directors of the Association

4.1.2 The Board shall, subject to the Bylaws given to it by majority vote at any meeting properly called and constituted manage the affairs of the Association.

The Board of Directors shall:

4.1.2.1 Fulfil the purposes and objects of the Association through its policies.

4.1.2.2 Make policies for the governance of the Association.

4.1.2.3 Those policies shall address administrative, personnel and financial affairs of the Association.

4.1.2.4 Establish committees and elect/appoint officers.

4.1.2.5 Shall abide by the Bylaws and applicable policies of the Association.

4.1.3 The Board shall consist of a minimum of 5 and a maximum of 12 Directors

4.1.4 Election of the Directors/Officers

4.1.4.1 At the Annual General Meeting any member in good standing shall put forward another member in good standing for nomination for the position of Director officers consisting of the Chair, Vice-Chair, Secretary, Treasurer and a member-at-large constituting the Executive Committee.

4.1.4.2 The Executive Committee shall carry on the business of the Association between meetings of the Association and between meetings of the Board, in accord with the policies and directions of the Board.

4.1.4.3 An immediate past-chairman is a member of the executive committee provided that he/she is re-elected to the Board.

4.1.4.4 Directors/Officers shall be elected at the Annual General Meeting for a two-year term, which is renewable upon approval by Members for a maximum of four years. Directors shall be retired at the Annual General Meeting. Past-director shall be eligible for re-election to the Board after one-year lapse.

4.1.4.5 The election of the Directors/Officers may be by a show of hands unless a ballot is demanded by any member.

4.1.4.6 Directors/Officers shall be drawn only from the membership.

4.1.4.7 The Board of Directors may appoint to the Board up to three non-voting advisors whose experience in the affairs of the Association or whose position in the community or government is such that their advice will likely be of value.

#### 4.1.5 Resignation, Removal and Replacement of a Director/Officer

- 4.1.5.1 A Director/Officer may resign from office by giving one month's notice in writing.
- 4.1.5.2 In the event that a Director/Officer is absent from three consecutive meetings without just cause, the Board shall pass a motion to excuse the Director's absences or to expel the Director.
- 4.1.5.3 Two-thirds of Voting Members present at a Special General Meeting of the Association may remove a Director/Officer from the Board before the end of his or her term.
- 4.1.5.4 If there is a vacancy on the Board of Directors, the remaining Directors as long as they form a quorum of Directors may appoint any Member in good standing to fill that vacancy for the remainder of the term. If the remaining directors do not form a quorum the Board shall forthwith call a Special General Meeting of the members to fill the vacancy.

#### 4.1.6 Meetings of the Board

- 4.1.6.1 Meetings of the Board shall be held a minimum of four (4) times each year.
- 4.1.6.2 The Chair shall call the meetings of the Board. The Chair or the vice-chairman or the secretary shall call a meeting if any two Directors make a request in writing and state the business to be brought before the meeting. Members of the Board shall be called by 7 days notice.
- 4.1.6.3 One third of the Directors shall constitute a quorum for the transaction of business PROVIDED that, in no case can business be transacted unless there are three (3) members present. No formal notice of any meeting shall be necessary if all the directors are present if those absent have signified in writing their consent to the meeting being held in their absence.
- 4.1.6.4 If there is no quorum, the Chair shall recess the meeting to a future time and day.
- 4.1.6.5** The Secretary of the Board shall attend all meetings of the Association and of the Board and keep accurate minutes of the same.
- 4.1.6.6** Each Director has one vote. All matters shall be decided by majority vote. The chairman shall only vote in the case of a tie. Board meetings shall be open to members with the exception of disciplinary meetings.

#### 4.1.7 Remuneration/Payment

No Director/Officer shall receive any remuneration from the Association for services rendered.

### 4.2 Duties of the Directors/Officers of the Association

#### 4.2.1 Board Members

- a) Serve on committees
- b) Attend board meetings and assigned committee meetings and Annual

- General Meeting meetings.
- c) Support special events of the Association.
  - d) Support and participate in fundraising events.
  - e) Approve where appropriate, policy and other recommendations received from the board, its standing committees and Executive Director.
  - f) Monitor all Board policies
  - g) Review the Bylaws and policy manual, and recommend bylaw changes to the membership.
  - h) Participate in the development ZCUSA's organizational plan and annual review.
  - i) Approve ZCUSA's budget.
  - j) Foster positive relations within the Board, committees, staff members, and community to promote ZCUSA's objectives.

#### 4.3.2 The Chair

- a) Calls the meetings and sets the agenda of the Board with input from Board Members.
- b) Presides at all meetings of the executive committee and Board and all general meetings of the Association. He shall see that all resolutions and orders of the Board are carried into effect.
- c) Serves as ex-officio member of committees and attends their meetings when needed.
- d) Prepares and submits a report of the proceeding year for the Annual General Meeting.
- e) Acts as the spokesperson for the Association.
- f) Acts as signing officer along with the Treasurer, and Secretary for all cheques and other documents, such as grant applications and contracts.
- g) Orients Board members to the Board.
- h) Ensures that Board members remain in their governance role and that paid staff and volunteers implement and manage programs and services.
- i) Performs other duties as assigned by these Bylaws.

#### 4.3.3 Vice-Chair

- a) Serves on the Executive Committee. Presides at meetings in the Chair's absence. If the Vice-Chair is also absent, the Directors shall appoint a Chair for the meeting.
- b) Performs the duties and exercises the powers of the Chair in the absence or disability of the Chair.
- c) Performs other duties from time to time when asked to do so by the Chair or the Board.

#### 4.3.4 Secretary

- a) Serves on the Executive Committee
- b) Prepares and keeps accurate minutes of all Association and Board meetings
- c) Keeps or causes to be kept a record of officers, Board members, committees and General Membership.
- d) Notifies members and Board Members of meetings as required.
- e) Keeps record of Board attendance and makes sure there is a quorum at meetings.
- f) Records all motions and decisions of meetings.
- g) Signs Board minutes to attest to their accuracy.

- h) Keeps copies of minutes of both Board and committee meetings.
- i) Distributes copies of minutes to Board Members promptly after meetings.
- j) Performs any other duties as prescribed by the Board.

#### 4.3.5 Treasurer

- a) Serves on the Executive Committee
- b) Receives all monies paid to the Association and deposits of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. Accounts for the funds of the Association and ensures that all necessary books and records of the Association are kept and filed as required by the Bylaws, the Societies Act, or any other statutes or laws.
- c) Presents account of receipts and disbursement to the Board whenever requested.
- d) Ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting.
- e) Acts as a signing officer along with the Chair, and Secretary for all cheques and other documents.
- f) Performs any other duties assigned by these Bylaws.
- g) Shall provide quarterly reports of the financial standing of the Association to the members.

#### 4.3.6 Director-at-Large

The Director-at-large shall be responsible for duties and committees involved as assigned by the Board, Executive Committee or Chairperson.

- #### 4.3.7
- The Board of Directors may from time to time appoint officers, professional consultants, committees and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Association. Such officers, professional consultants, committees, agents and employees shall have such authority and shall perform such duties from time to time as may be prescribed by the Board.

### 4.4 Protection and Indemnity of Directors

- #### 4.4.1
- Except where a Director, Officer or employee shall be adjudged to be liable for wilful negligence or wilful misconduct in the performance of any duty or responsibility to the Association, ZCUSA shall indemnify each Director, Officer and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, Officer, or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of the ZCUSA.
- #### 4.4.2
- The Directors of the Association shall act honestly and exercise the care, skill and due diligence that a reasonably prudent individual would exercise in comparable circumstances. Directors can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

## AUDITS, ACCOUNTS AND RECORDS

### 5.1 Fiscal Year and Auditing

- 5.1.1 The fiscal year of the Association shall be January 1 to December 31.
- 5.1.2 The books, accounts and records of the Secretary and Treasurer shall be audited at the end of each fiscal year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual General Meeting.
- 5.1.3 A completed and proper statement of the standing of the books for the previous year shall be submitted by the auditor at the Annual General Meeting of the Association.
- 5.1.4 The auditors of the Association shall have the right of access at all reasonable times to all records, documents, books, accounts and files of the Association and shall be entitled to require from the directors such information and explanation as may be necessary for the purpose of the duties of the auditors.
- 5.1.5 The books and records of the Association may be inspected by any member of the Association upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

### 5.2 Seal of the Association

- 5.2.1 The Board shall adopt a seal that shall be the official seal of the Association and, from time-to-time, by resolution provide for the seal's custody and use.
- 5.2.2 The seal shall only be used for official purposes of the Association and such a seal shall be affixed to any documents requiring a seal by those with Signing Authority.
- 5.2.3 Custody of the seal is to be the responsibility of the Secretary, unless the Board decides otherwise.
- 5.2.4 The Seal of the Association shall only be used by Officers authorized by the Board.

### 5.3 Signing Authority for the Association

- 5.3.1 The Chair, Treasurer and Secretary shall have authority to sign documents on behalf of the Association. Two of these signatories will suffice.

### 5.4 The Keeping and Inspection of Records of the Association

- 5.4.1 A copy of the Minutes of Board of Directors' meetings shall be kept at the Registered Office of the Association or by the Secretary
- 5.4.2 The Treasurer and the Secretary shall ensure that all necessary books and records of the Association are kept and filed as required by the Bylaws, the Societies Act, or any other statute or laws.
- 5.4.3 A Member wishing to inspect the books or records of the Association will give written notice to the Secretary of the Association of the Member's intention to do so.
- 5.4.4 All financial records of the Association are open for such inspection by the Members of the Association.
- 5.4.5 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.

- 5.5 Borrowing Powers and Investment of Funds
  - 5.5.1 For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit.
  - 5.5.2 Any funds of the Association shall be deposited in the name and to the credit of the Association in whatever Bank, Trust Company, Credit Union or Treasury Branch that the Board may order or shall be invested in such investments as the Board deems reasonable.

#### AMENDING THE BYLAWS

- 6.1 The Bylaws may be rescinded, altered or added to by a “Special Resolution”.
- 6.2 The twenty one (21) days' notice given for an Annual General Meeting, or Special General Meeting of the Association shall include details and notice of the proposed Special Resolution to change Bylaws.
- 6.3 Changes to the Bylaws take effect once the dated Special Resolution is approved at the Annual General Meeting or Special General Meeting, verified by two signing Officers of the Association and registered at the Corporate Registry of Alberta.

#### DISSOLUTION

- 7.1 The Association may be voluntarily dissolved by a resolution of not less than two-thirds of the total voting membership at an special general meeting convened for that purpose.
- 7.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be full discharged and the remaining funds shall be equally divided amongst all fully-subscribed members.
- 7.3 The Association does not pay any dividends or distribute its property among its Members
- 7.4 In the event of the dissolution of ZCUSA, all its remaining funds or assets after payment of all its liabilities or debts shall be given to a not-for-profit organization with objectives and goals similar to those of ZCUSA.
- 7.5 Members will select this organization by Special Resolution. If, within ninety days of dissolution, the Members have not passed a Special Resolution naming the not for profit organization, the Board of Directors is empowered to select the organization. The decision of the Board of Directors shall be final.