

# THE CAMBODIAN ASSOCIATION OTTAWA-VALLEY



*“To build a strong Cambodian  
Community in the Ottawa-Valley”*

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A by-law relating generally to the conduct of the affairs of  
**The Cambodian Association Ottawa-Valley (CAOV)**  
(the "**Corporation**")

In these regulations, "Act" means the Canada not-for-profit Corporations Act (S.C. 2009, c.23)

**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definition**

- i. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- ii. "**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;
- iii. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- iv. "**Board**" means the Board of Directors of the Corporation and "Director" means a member of the board;
- v. "**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- vi. "**Ex-officio**" the immediate past President shall be member "ex-officio" of the Board for period not exceeding two terms; entitled to attend "Meeting of Board of Directors", however, excluded from voting;
- vii. "**Meeting of Members**" includes an annual meeting of members, "Annual General Meeting (AGM)," or a "Special Meeting of Members<sup>1</sup>;" both meetings include all classes of members and all members entitled to vote;
- viii. "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- ix. "**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- x. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- xi. "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**2. Corporate Seal**

- i. The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The president of the Corporation shall be the custodian of the corporate seal.

**3. Financial**

- i. The financial year-end of the Corporation shall be December 31 in each year.
- ii. All financial decisions passed in motion by the Board must be documented. The financial details must include the quantitative description with proof, such as receipt, of allocated finances and the project such finances has been distributed to.

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<sup>1</sup> Further details on "Special Meeting of Members", see 10.i.

#### **4. Annual Financial Statements**

- i. The Corporation shall send to the members a copy of the annual financial statements and 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 documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **Membership**

#### **5. Membership Conditions**

- i. Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members (Active Members) and Class B members (Regular Members). The Board of Directors of the Corporation will organize the admission form of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

##### **Class A Members (Active Members)**

- a. Class A voting membership shall be available only to individuals who have applied to Class A voting membership in the Corporation, and have to be registered for a minimum of 30 days.
- b. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

##### **Class B Members (Regular Members)**

- c. Class B non-voting membership shall be available to individuals who have applied and have been accepted for Class B non-voting membership in the Corporation.
  - d. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at Meetings of Members of the Corporation.
- ii. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

#### **6. Term of Office and Tenure**

- i. Elected Directors shall hold office for a term of two (2) years and the term shall end with the Annual General Meeting occurring the third year following their election. However, a Director may remain on the Board if re-instated by the votes held in the election, restarting a two (2) years term.

## **7. Term of Office and Tenure for the President**

- i. Elected President shall hold office for a term of two (2) years and the term shall end with the Annual General Meeting occurring the third year following their election. The President is limited to two (2) terms. There must be a lapse of two (2) years before an “ex-officio” President may be re-instated into a Presidential. President may continue their tenure in the Board if re-instated by the votes held in the election.

## **8. Membership Alteration**

- i. A membership may only be altered to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

## **Meeting of Members**

## **9. Notice of “Meeting of Members”**

- i. Notice of the time and place of a Meeting of Members shall be given to each member by the following means:

By either email, phone, in person, or flyers, during a period of 14 to 31 days before the day on which the meeting is to be held.
- ii. 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 the manner of giving notice to members entitled to vote at a Meeting of Members.

## **10. Members Calling a Special Meeting of Members**

- i. A requisition of a Special Meeting of Members must include an agenda and the signatures of 25 Active Members sent to the Secretary of the Board of Directors. There will be no motion until the Annual General Meeting where a vote determines a motion.
- ii. The Board of Directors must call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of members carrying voting rights. 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.

## **11. Membership Dues**

- i. There shall be no dues payable by members for membership in the corporation.

## **12. Termination of Membership**

- i. A membership in the Corporation is terminated when:
  - a. the member dies or resigns;
  - b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
  - c. the Corporation is liquidated and dissolved under the Act.
- ii. Members may resign by giving notice of resignation in writing which shall be effective upon acceptance thereof by the Board.

### **13. Effect of Termination of Membership**

- i. 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.

### **14. Place of Meeting of Members**

- i. 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.

### **15. Persons Entitled to be Present at Meetings of Members**

- i. 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 by-laws are entitled to cast a vote at the meeting.

### **16. Chair of Meeting of Members**

- i. In the event that the chair of the Board is absent, the President, or Vice-President, shall choose one of the present members to chair the meeting.

### **17. Quorum at Meeting of Members**

- i. A quorum at any Meeting of the Members shall consist of any classes with a minimum of 25 members, which includes 2/3 of the Board. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting, however, voting shall not be held unless the quorum is present.

### **18. Votes to Govern at Meeting of Members**

- i. At any meeting of members every matter shall, unless otherwise provided by the articles or by-laws 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, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **Board of Directors**

**REF.** *article 1, Definition:*

**"Board"** means the Board of Directors of the Corporation and "Director" means a member of the board;

### **19. Proposals Nominating Directors at Annual Members' Meetings**

- a) Candidates for Directors of the Board shall be presented by the nominations committee.
- b) the Nominations Committee shall consist of two members from the Board, one of whom acts as Chairperson and as many other members from the Board as the Board may deem appropriate.
- c) the Nominations Committee shall present to the Board of Directors, no later than seven (7) days preceding the Annual General Meeting, a list of nominees who have consented to stand for election as directors.
- d) the Nomination Committee shall present to the membership at the Annual General Meeting the list of nominees for election to the Board of directors.

- i. The Chairperson of the Annual General Meeting shall then call for nominations from the floor and may receive in nomination the name of anyone who has been an Active Member for a period of at least thirty (30) days prior to the meeting and whose consent to act has been given.
- ii. Should nominations have been received from the floor, and in the case of there being more nominations than vacancies, voting shall be carried out by ballot and the Chairperson of the annual meeting shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors

## **20. Number of Directors**

- i. The Board shall consist of the number of directors specified in the articles. The articles provide for a minimum of 3 and maximum of 9 directors, the Board shall be comprised of the fixed number of directors as 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.

## **Meeting of the Board**

### **21. Calling of Meeting of the Board**

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

### **22. Participation by Electronic Means at Meeting of the Board**

- i. Participation at Meetings of the Board may be electronic or other communication facility.

### **23. Meeting of the Board Held Entirely by Electronic Means**

- i. If the Board of the Corporation call a Meeting of the Board pursuant to the Act, the Board, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **24. Notice for Meeting of the Board**

- i. 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 by-law 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 by-law 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.

## **25. Votes to Govern at Meeting of the Board**

- i. At all Meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **26. Absentee Voting at Meeting of the Board**

- i. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility.
- ii. 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.

## **Offices**

### **27. Appointment of Officers**

- i. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

### **28. Description of Offices**

- i. Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
  - a. President – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
    - i. The immediate past president shall be member “ex-officio” of the Board for period not exceeding two years. The ex officio has no voting right.
  - b. Vice-President – If appointed, the Vice-President shall have such powers and duties as the Board may specify.
  - c. Secretary – If appointed, the Secretary shall attend and be the secretary of all Meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
  - d. Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- ii. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The

Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **29. Vacancy in Office**

- i. In the absence of a written agreement to the contrary, the Board may remove by Special Resolution of the Board, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
  - a. the officer's successor being appointed,
  - b. the officer's resignation,
  - c. such officer ceasing to be a director (if a necessary qualification of appointment) or
  - d. such officer's death.
- ii. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **30. By-laws and Effective Date**

- i. Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, 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 by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members.
- ii. This section does not apply to a by-law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

**Passed by the Board of Directors:**

**Date:** October 27<sup>th</sup>, 2014 at Ottawa, Ontario, Canada

**President:** Ms. Samnag Eam  
**Vice-President:** Ms. Janet Prak  
**2<sup>nd</sup> Vice-President:** Ms. Darren Touch  
**Secretary:** Mr. Normand Brazeau  
**Treasurer:** Mr. Charlie Lim

**Board of Directors:**

Ms. Sokha Neth  
Mr. Sophay Mok  
Mr. Steve Sem  
Mr. Sophalla Sor

Date: \_\_\_\_\_

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